

CONFIDENTIAL

EXHIBIT N

Page 1

IN THE UNITED STATES DISTRICT COURT

EASTERN DISTRICT OF MICHIGAN

SOUTHERN DIVISION

GLS LEASCO, INC. and)	
CENTRAL TRANSPORT, LLC,)	
Plaintiffs,)	Case No.
-vs-)	23-cv-12927
NAVISTAR, INC.,)	
Defendant.)	

CONTAINS CONFIDENTIAL INFORMATION

The deposition of GUY SEAN CARMICHAEL, called for examination, taken pursuant to the Federal Rules of Civil Procedure of the United States District Courts pertaining to the taking of depositions, taken before ALICE M. SCHWINGER, CSR NO. 84-2913, a Certified Shorthand Reporter of the State of Illinois, at 2020 Calamos Court, Naperville, Illinois, on the 21st day of August, A.D. 2024, commencing at 9:02 a.m.

CONFIDENTIAL

<p style="text-align: right;">Page 18</p> <p>1 Q. Okay. And who would be the person that</p> <p>2 would -- if you said you had a sit-down meeting,</p> <p>3 who would be the person you would meet with to</p> <p>4 discuss that number?</p> <p>5 A. Jeff Felix.</p> <p>6 Q. And then you said that sometimes, based</p> <p>7 on production and so forth, that number could be</p> <p>8 adjusted throughout the year?</p> <p>9 A. Correct.</p> <p>10 Q. All right. And how is that adjustment</p> <p>11 conveyed to you? The same way?</p> <p>12 A. The same way. It could be based on the</p> <p>13 plant. You know, they could send out a memo or</p> <p>14 note, or it could be through executive leadership.</p> <p>15 Q. All right. And, again, as far as you're</p> <p>16 aware, that -- that will be recorded somewhere,</p> <p>17 written down for you to review?</p> <p>18 A. I don't want to commit to that because</p> <p>19 it could be a verbal as well.</p> <p>20 Q. All right. Well, you've seen it in</p> <p>21 writing before. Let's put it that way.</p> <p>22 A. I've heard it verbally as well.</p> <p>23 Q. Okay. You've heard it verbally, but</p> <p>24 have you also seen it in writing?</p>	<p style="text-align: right;">Page 20</p> <p>1 that was affiliated with the plant; is that right?</p> <p>2 A. That's correct.</p> <p>3 Q. When you say "the plant," are you</p> <p>4 talking about the CRC?</p> <p>5 A. It's one and the same, yes, sir.</p> <p>6 Q. Okay. So it wouldn't be physically</p> <p>7 somebody in -- in the Escobedo plant in Mexico. It</p> <p>8 would be somebody in CRC making those changes, is</p> <p>9 what you're saying?</p> <p>10 A. They could be in CRC, and they could be</p> <p>11 in Escobedo. Each plant is run separately.</p> <p>12 Q. And during this time frame, again, we're</p> <p>13 talking 2021 through 2023, who was in charge of</p> <p>14 CRC, as far as you knew?</p> <p>15 A. I don't recall who's --</p> <p>16 Q. Okay. Do you know who Maria Averhart</p> <p>17 is?</p> <p>18 A. Yes.</p> <p>19 Q. Was she --</p> <p>20 A. She was on board at that time, yes.</p> <p>21 Q. Okay. And was she, as far as you knew,</p> <p>22 that she was -- if we were looking for the person</p> <p>23 who was in charge of CRC, is it Maria or is it</p> <p>24 somebody else?</p>
<p style="text-align: right;">Page 19</p> <p>1 A. Depends on the case, sir.</p> <p>2 Q. In any case, have you ever had the --</p> <p>3 you're the one that brought up this concept that</p> <p>4 the number you're given at the beginning of the</p> <p>5 year can change from time to time, and I'm asking</p> <p>6 you, is that change, the time you've been at</p> <p>7 Navistar, ever been conveyed to you in writing?</p> <p>8 A. Upon occasion, yes.</p> <p>9 Q. And who would be the person that would</p> <p>10 convey that to you, whether verbally or in writing?</p> <p>11 A. It could be the plant, somebody at the</p> <p>12 plant, or a Jeff Felix.</p> <p>13 Q. All right. So you're saying somebody at</p> <p>14 the plant is able to change your forecast that</p> <p>15 is -- that's part of your evaluation?</p> <p>16 A. Yes, they can.</p> <p>17 Q. All right. Who at the plant would have</p> <p>18 that power?</p> <p>19 A. I don't have those names, sir.</p> <p>20 Q. All right. Yesterday -- well, you</p> <p>21 weren't here, but you're aware that Mr. Akinosho</p> <p>22 was deposed yesterday?</p> <p>23 A. Yes, sir.</p> <p>24 Q. And he discussed the CRC, and he said</p>	<p style="text-align: right;">Page 21</p> <p>1 A. That would be who I would contact, yes,</p> <p>2 sir.</p> <p>3 Q. Do you know where she actually</p> <p>4 physically is located?</p> <p>5 A. No, I do not.</p> <p>6 Q. I have here, just to kind of speed up</p> <p>7 the process, could you -- we're going to mark this</p> <p>8 as 1 --</p> <p>9 THE COURT REPORTER: 143.</p> <p>10 BY MR. DAVIS:</p> <p>11 Q. As 143.</p> <p>12 (WHEREUPON, a certain document was</p> <p>13 marked Exhibit No. 143, for</p> <p>14 identification, as of August 21,</p> <p>15 2024.)</p> <p>16 BY MR. DAVIS:</p> <p>17 Q. And 143 is a copy that I printed a</p> <p>18 couple of days ago off your LinkedIn page. Does</p> <p>19 this appear to be your LinkedIn page, sir?</p> <p>20 A. Yes, sir.</p> <p>21 Q. All right. So looking at experience,</p> <p>22 you've listed vice president of sales for the</p> <p>23 southwest region as your current title, and then</p> <p>24 you list two other positions at Navistar, director</p>

CONFIDENTIAL

<p style="text-align: right;">Page 22</p> <p>1 of dealer sales, director of fleet sales. Are 2 those titles accurate? 3 A. Yes, sir. 4 Q. All right. And are those dates accurate 5 as well? 6 A. To the best of my knowledge, yes, sir. 7 Q. Is this -- you created your LinkedIn 8 profile, I assume; right? 9 A. I have a -- I have an admin that updates 10 my profile. 11 Q. Okay. Are there any other positions 12 you've held at Navistar besides the three listed on 13 your LinkedIn profile? 14 A. No, sir. 15 Q. All right. And then prior to that, the 16 employer you have listed is Chicago International; 17 is that right? 18 A. Yes, sir. 19 Q. And is that the position -- is that the 20 job you held immediately before joining Navistar? 21 A. Yes. 22 Q. And what is Chicago International? 23 A. Chicago International is a truck dealer 24 that -- under the International brand.</p>	<p style="text-align: right;">Page 24</p> <p>1 A. It entailed going out and making sure 2 that the dealers had the support they needed, 3 whether it be our holding up them to compliance, 4 whether it be signage, could be a variety of 5 things. Understanding what their parts inventory 6 looked like, new truck inventory on the ground, 7 aged inventories, things like that. 8 Q. In your current position as vice 9 president of sales, does the -- I assume there is a 10 new director of sales, or there is a director of 11 sales, still? 12 A. Yes, sir. 13 Q. Okay. And is that somebody that reports 14 to you? 15 A. Yes, sir. 16 Q. All right. Who is the director of sales 17 just in this time frame, from July 2021 to the 18 present? 19 A. We did not have one. 20 Q. Didn't have one. Who was performing 21 duties that normally would have been performed by 22 that person? 23 A. I would have been. 24 Q. Okay. So you were also acting as the --</p>
<p style="text-align: right;">Page 23</p> <p>1 Q. So it's a dealership? 2 A. Yes, sir. 3 Q. All right. And based in Rockford, 4 Illinois; is that right? 5 A. That is not correct. So looking at 6 this, I was the branch manager in Rockford. Used 7 truck, when I held that position, I was in Huntley, 8 Illinois. And same with the trailer. 9 Q. Okay. 10 A. That was where the corporate -- main 11 corporate location was. 12 Q. All right. And then prior to -- that's 13 the last employer you have listed. Where did you 14 work prior to Chicago International? 15 A. Excuse me. Sorry about that. Family 16 business, construction business here in Illinois. 17 Q. All right. And what's your educational 18 background? 19 A. I've had some college, but from a 20 dealership side, the ATD Academy. ATD, American 21 Truck Dealer Academy. 22 Q. Okay. Going back to your Navistar 23 experience, when you were director of dealer sales, 24 what did that entail?</p>	<p style="text-align: right;">Page 25</p> <p>1 A. Yes. 2 Q. -- dealer sales director? 3 And Mr. Akinosho yesterday said that he 4 was a truck sales manager during the time in 5 question. Does that sound right? 6 A. Yes. 7 Q. Okay. And is that a position that would 8 have reported to director of dealer sales, or is it 9 on the same level? 10 A. I have all my TSMs report directly to 11 me, even today. 12 Q. All right. You're saying you do have a 13 director of dealer sales now? 14 A. Correct. 15 Q. Okay. When -- who is that? 16 A. His name is Chas Voyles. 17 Q. And when did he start? 18 A. Probably roughly about 16 months ago 19 for -- in this position. 20 Q. All right. I was going to say, we've 21 seen Chas Voyles' name in documentation. 22 A. Yes, sir. 23 Q. So what was his position before that, 24 then?</p>

7 (Pages 22 to 25)

CONFIDENTIAL

<p style="text-align: right;">Page 134</p> <p>1 suggesting that he was -- would be okay with that</p> <p>2 schedule not being followed?</p> <p>3 A. No, it's not a conversation we had.</p> <p>4 Q. All right. So let's talk about this.</p> <p>5 So even -- so you didn't sign this in -- 15, you</p> <p>6 didn't sign it until 7/29. That was when the final</p> <p>7 agreement was signed by all three parties; right?</p> <p>8 A. Yes.</p> <p>9 Q. Okay. Now, is it fair to say that you</p> <p>10 knew -- well, actually, let me ask one more</p> <p>11 question. You couldn't have signed that without</p> <p>12 the executive committee signing off and allowing</p> <p>13 you to sign it; right?</p> <p>14 A. Correct.</p> <p>15 Q. Okay. So if that deal was signed on the</p> <p>16 29th, that was signed with the approval of the</p> <p>17 executive committee?</p> <p>18 A. If that deal was signed on the 29th, I</p> <p>19 would have had approval prior to signing it myself,</p> <p>20 yes.</p> <p>21 Q. Okay. And that's the case on all the</p> <p>22 deals. You said certain deals, executive committee</p> <p>23 has to be involved. If the executive committee is</p> <p>24 involved, they're the ones that have to authorize</p>	<p style="text-align: right;">Page 136</p> <p>1 right. This is a document that says Board of</p> <p>2 Directors Operating Plan. Have you seen this</p> <p>3 document before, or have you seen documents like</p> <p>4 this before?</p> <p>5 A. Yeah, I have seen them in the past. I</p> <p>6 don't know if I've seen this exact one.</p> <p>7 Q. Well, but it's fair to say that you</p> <p>8 would receive copies of these presentations -- and</p> <p>9 we'll go over some of that later on -- but you</p> <p>10 would sometimes receive copies of this from Belisle</p> <p>11 or from others; correct?</p> <p>12 A. Yes, I mean, potentially we would.</p> <p>13 Otherwise, he would share the information on a</p> <p>14 call.</p> <p>15 Q. Okay. So it could be on a call as well.</p> <p>16 So I'd like you to turn to -- if you look at the</p> <p>17 little bottom -- at the bottom, there's numbers,</p> <p>18 63271, turn to that page.</p> <p>19 A. Okay.</p> <p>20 Q. I may have jumped ahead. One moment.</p> <p>21 Actually, I apologize. Go back a couple of pages,</p> <p>22 63269.</p> <p>23 A. Yes, sir.</p> <p>24 Q. All right. So you see here in this</p>
<p style="text-align: right;">Page 135</p> <p>1 you to sign; right?</p> <p>2 A. Can you repeat that statement?</p> <p>3 Q. Sure. You had mentioned earlier that at</p> <p>4 a certain SPA level, that's when executive</p> <p>5 committee is called into action, I guess, for lack</p> <p>6 of a better word. When that happens, they are the</p> <p>7 ones that have to authorize you to sign off on the</p> <p>8 final deal?</p> <p>9 A. Yes, sir.</p> <p>10 Q. Okay. And if they're not involved, then</p> <p>11 you have the authority to sign off; is that right?</p> <p>12 A. We go -- we still have a process through</p> <p>13 CSA, yes.</p> <p>14 Q. I see. All right. So you would agree</p> <p>15 at the time this agreement was signed in July -- on</p> <p>16 July 29, 2021, that Navistar already knew that the</p> <p>17 demand for new trucks exceeded supply for 2022?</p> <p>18 MR. SALLAH: Object to foundation.</p> <p>19 BY THE WITNESS:</p> <p>20 A. I don't know that I can answer that.</p> <p>21 BY MR. DAVIS:</p> <p>22 Q. All right. Let me give you Exhibit 112,</p> <p>23 which was used yesterday with Mr. Akinosho.</p> <p>24 Actually, let me see one -- I just need to -- all</p>	<p style="text-align: right;">Page 137</p> <p>1 document that was produced for the Navistar Board</p> <p>2 of Directors, it says: Business environment and</p> <p>3 customer demand exceeds supplier capacity. And</p> <p>4 under Navistar impacts, it says: 2022 order board</p> <p>5 filled in May 2021.</p> <p>6 Do you see that?</p> <p>7 A. Yes.</p> <p>8 Q. Do you have any reason to doubt that was</p> <p>9 accurate?</p> <p>10 A. Based on this, no.</p> <p>11 Q. Okay. And that's something that would</p> <p>12 have been conveyed to you, given your role as vice</p> <p>13 president; right?</p> <p>14 A. Yes.</p> <p>15 Q. And certainly would have been something</p> <p>16 that would have been known to the executive</p> <p>17 committee people at the level of Belisle and Dan</p> <p>18 Kayser and people like that; right?</p> <p>19 A. Yes.</p> <p>20 Q. Okay. And Mr. Akinosho discussed what</p> <p>21 that means for the order board to be filled. Your</p> <p>22 understanding would also be that the 2022 order</p> <p>23 board being filled is that -- he described it as</p> <p>24 there is a cup and the cup can only be filled with</p>

35 (Pages 134 to 137)

CONFIDENTIAL

<p style="text-align: right;">Page 138</p> <p>1 so much water, and the order board is filled when</p> <p>2 there is no more room left in the cup. Is that a</p> <p>3 fair analogy?</p> <p>4 A. Yes.</p> <p>5 Q. Okay. So as of -- so you would</p> <p>6 interpret this to mean as of May 2021, there had</p> <p>7 already been sufficient orders from customers to</p> <p>8 fill the 2022 production?</p> <p>9 A. I wouldn't say just customers. I would</p> <p>10 say dealers.</p> <p>11 Q. Dealers and customers.</p> <p>12 A. Dealers and customers.</p> <p>13 Q. Because dealers get a portion of those</p> <p>14 trucks, and then they sell them on to end</p> <p>15 customers?</p> <p>16 A. They would have an allocated number to</p> <p>17 them.</p> <p>18 Q. Okay. So -- but both of those, the</p> <p>19 order board consists of both of those things, both</p> <p>20 the co-op and the dealer allocations; correct?</p> <p>21 A. Everything, yes.</p> <p>22 Q. Everything. All right. I'm going to</p> <p>23 show you -- this will be Exhibit 150.</p> <p>24</p>	<p style="text-align: right;">Page 140</p> <p>1 Q. Okay. All right. And, again, this is</p> <p>2 in that same time frame of May 2021. This e-mail</p> <p>3 is consistent with the order board being filled as</p> <p>4 of May 2021. You're having to make allocation</p> <p>5 decisions because we don't have -- you don't have</p> <p>6 the capacity to shift orders the way you normally</p> <p>7 would; right?</p> <p>8 A. It would be a review of what we have on</p> <p>9 the order board.</p> <p>10 Q. All right. And what I'm saying is that</p> <p>11 this e-mail, you would agree, is consistent with</p> <p>12 the board of directors' statement that the order</p> <p>13 board was filled as of May of 2021; right?</p> <p>14 MR. SALLAH: Object to form.</p> <p>15 BY THE WITNESS:</p> <p>16 A. I think when you look at the top 75</p> <p>17 customers like Central and GLS are in, that's in a</p> <p>18 different bucket than what this is referring to</p> <p>19 here, in my opinion, based on what I know today.</p> <p>20 BY MR. DAVIS:</p> <p>21 Q. All right. So regardless of whether you</p> <p>22 think this document refers to that, again, you</p> <p>23 don't have any basis to believe the order board</p> <p>24 wasn't filled as of May 2021?</p>
<p style="text-align: right;">Page 139</p> <p>1 (WHEREUPON, a certain document was</p> <p>2 marked Exhibit No. 150, for</p> <p>3 identification, as of August 21,</p> <p>4 2024.)</p> <p>5 BY MR. DAVIS:</p> <p>6 Q. All right. Here's Exhibit 150, and this</p> <p>7 is an e-mail from you to Wale Akinosho. And the --</p> <p>8 people -- other people here are the other TSMs in</p> <p>9 your region; is that right?</p> <p>10 MR. SALLAH: Can I have a copy?</p> <p>11 MR. DAVIS: Oh, I'm sorry.</p> <p>12 MR. SALLAH: That's okay.</p> <p>13 MR. DAVIS: There you go.</p> <p>14 MR. SALLAH: Thanks.</p> <p>15 BY THE WITNESS:</p> <p>16 A. Yes.</p> <p>17 BY MR. DAVIS:</p> <p>18 Q. All right. And you're telling the team</p> <p>19 that we had a call late Friday to discuss next</p> <p>20 year's production forecast. Right?</p> <p>21 A. Yes.</p> <p>22 Q. And is that a call that you would have</p> <p>23 had with Mr. Felix or Mr. Belisle?</p> <p>24 A. Or the plant, correct.</p>	<p style="text-align: right;">Page 141</p> <p>1 A. I cannot not confirm other than the</p> <p>2 presentation that you showed me.</p> <p>3 Q. All right. Would you agree that you</p> <p>4 knew that there were already production issues in</p> <p>5 20 -- well, let me just ask you this. I'll send</p> <p>6 you another document that you are on.</p> <p>7 A. Are we done with this one?</p> <p>8 Q. Yeah, we're done with that one.</p> <p>9 All right. This is 151.</p> <p>10 (WHEREUPON, a certain document was</p> <p>11 marked Exhibit No. 151, for</p> <p>12 identification, as of August 21,</p> <p>13 2024.)</p> <p>14 BY MR. DAVIS:</p> <p>15 Q. So this is an e-mail from you to Jim</p> <p>16 Lollis, copying Fink and Robichaud on June 25,</p> <p>17 2021; correct?</p> <p>18 A. Correct.</p> <p>19 Q. And this is about a month, a little bit</p> <p>20 more than a month before the agreement was signed</p> <p>21 on July 29. You would agree with that; right?</p> <p>22 A. Yes.</p> <p>23 Q. And you're saying to Lollis that: We</p> <p>24 need to make sure Kyle knows that every week that</p>

CONFIDENTIAL

<p style="text-align: right;">Page 202</p> <p>1 A. Correct.</p> <p>2 Q. All right. Now, going back to the</p> <p>3 discovery requests at the very beginning. I'm</p> <p>4 going to ask you to look at -- I believe it was the</p> <p>5 very first document I gave to you.</p> <p>6 THE COURT REPORTER: 143?</p> <p>7 BY MR. DAVIS:</p> <p>8 Q. Yeah, 143, I believe. It should be the</p> <p>9 responses to the first interrogatories. Yeah,</p> <p>10 the responses -- the answers to GLS Leasco's first</p> <p>11 set of interrogatories. Do you have that one?</p> <p>12 A. I'm sorry. Say it again.</p> <p>13 Q. Navistar's answers to GLS/Leasco's first</p> <p>14 set of interrogatories.</p> <p>15 A. Yes.</p> <p>16 Q. Okay. And what exhibit is that? I'm</p> <p>17 sorry. What's the exhibit number on that, then?</p> <p>18 A. It says 110.</p> <p>19 Q. Oh, 110. Yep, 110. There we go. All</p> <p>20 right. So I want to ask you to turn to -- again,</p> <p>21 the interrogatory answer to number 7, we talked</p> <p>22 about part of this before. It's on pages 7 and 8.</p> <p>23 And you see there it indicates that you have</p> <p>24 general knowledge of, quote, supply chain issues</p>	<p style="text-align: right;">Page 204</p> <p>1 A. Yes.</p> <p>2 Q. Okay. Is that accurate, you have</p> <p>3 general knowledge of supply chain issues and</p> <p>4 delays?</p> <p>5 MR. SALLAH: Object to form.</p> <p>6 BY MR. DAVIS:</p> <p>7 Q. Go ahead.</p> <p>8 A. I would say general, yes.</p> <p>9 Q. Okay. Well, let's talk about that. So</p> <p>10 what are -- what were the supply chain issues and</p> <p>11 delays that you claim related to specifying and</p> <p>12 ordering Model Year 23 trucks?</p> <p>13 A. Not excluding or including all, I'm just</p> <p>14 going to rattle off what I believe to be off the</p> <p>15 top of my head. We could have frame rail issues.</p> <p>16 We could have engine, you know, availability</p> <p>17 issues. We could have collision mitigation type</p> <p>18 issues. We could have brake issues, amongst many</p> <p>19 others.</p> <p>20 Q. Okay. What was the frame rail issue?</p> <p>21 A. Shortage. Plant burned down.</p> <p>22 Q. When did that happen?</p> <p>23 A. I don't have the exact dates. Sometime</p> <p>24 during that calendar year, I believe.</p>
<p style="text-align: right;">Page 203</p> <p>1 and delays in specifying and ordering Model Year 23</p> <p>2 trucks and communications with GLS regarding the</p> <p>3 same.</p> <p>4 Do you see that?</p> <p>5 A. No.</p> <p>6 Q. Pages 7 and 8.</p> <p>7 MR. SALLAH: Are we looking at --</p> <p>8 BY MR. DAVIS:</p> <p>9 Q. Maybe he's looking at the second. I'm</p> <p>10 asking about the first interrogatory responses.</p> <p>11 MR. SALLAH: Okay. Because you said</p> <p>12 Interrogatory No. 5.</p> <p>13 BY MR. DAVIS:</p> <p>14 Q. I'm sorry. It's Interrogatory No. 3.</p> <p>15 Let me -- hand me that exhibit, sir. Let's make</p> <p>16 sure.</p> <p>17 It's Exhibit 110, and so I'm asking</p> <p>18 pages 7 at the bottom and then spills over onto 8.</p> <p>19 A. Could you repeat your question?</p> <p>20 Q. Sure. It says that you have general</p> <p>21 knowledge of, quote, supply chain issues and delays</p> <p>22 in specifying and ordering Model Year 23 trucks and</p> <p>23 communications with GLS regarding the same.</p> <p>24 Do you see that?</p>	<p style="text-align: right;">Page 205</p> <p>1 Q. What calendar year?</p> <p>2 A. 2023.</p> <p>3 Q. Did that --</p> <p>4 A. I'm sorry. 2022.</p> <p>5 Q. But you don't remember what month?</p> <p>6 A. No, sir.</p> <p>7 Q. What plant? Where at?</p> <p>8 A. I don't know where it's at. I believe</p> <p>9 it's in Mexico, but I'm not certain.</p> <p>10 Q. And frame rails for what vehicles?</p> <p>11 A. For all of our product issues -- our</p> <p>12 products.</p> <p>13 Q. Okay. What was the -- the next one you</p> <p>14 said was engine availability. What was the issue</p> <p>15 there?</p> <p>16 A. Again, as we discussed earlier, the A26</p> <p>17 engines available for putting in trucks.</p> <p>18 Q. And when did those issues start arising?</p> <p>19 A. I would say first half of 2022.</p> <p>20 Q. And is that the issue that required</p> <p>21 shifting some trucks over to the X15 engine?</p> <p>22 A. That would be correct.</p> <p>23 Q. Okay. And those shifts happened in</p> <p>24 March of 2022. Do you have any reason to dispute</p>

CONFIDENTIAL

<p style="text-align: right;">Page 206</p> <p>1 that?</p> <p>2 A. I would have to see further detail, but</p> <p>3 that's in the wheelhouse.</p> <p>4 Q. Okay. So you have -- you couldn't tell</p> <p>5 me any other specific date --</p> <p>6 A. I couldn't tell you exact dates, no,</p> <p>7 sir.</p> <p>8 Q. All right. When you say "collision,"</p> <p>9 what issue are you talking about there?</p> <p>10 A. One of our suppliers, I don't know if it</p> <p>11 was Bendix or Meritor, whatever -- one that Kyle</p> <p>12 puts on his equipment, had an issue being able to</p> <p>13 supply us the actual component, and I believe that</p> <p>14 forced us into a prewire situation.</p> <p>15 Q. And you would agree that happened early</p> <p>16 in 2022; correct?</p> <p>17 A. It could have been late 2021, rolling</p> <p>18 into early 2022.</p> <p>19 Q. All right. And then what's the brake</p> <p>20 issue you're talking about?</p> <p>21 A. I believe, again, availability of</p> <p>22 product from a vendor that they inspect our trucks</p> <p>23 with.</p> <p>24 Q. Well, what company? What company's</p>	<p style="text-align: right;">Page 208</p> <p>1 Q. Anything else?</p> <p>2 A. No, that should do it.</p> <p>3 Q. All right. This will be Exhibit 156.</p> <p>4 (WHEREUPON, a certain document was</p> <p>5 marked Exhibit No. 156, for</p> <p>6 identification, as of August 21,</p> <p>7 2024.)</p> <p>8 BY MR. DAVIS:</p> <p>9 Q. Okay. This is an e-mail chain, Dan</p> <p>10 Kayser to Mark Belisle, Paul Martin, Justina</p> <p>11 Morosin, and copying David Brown, Kat Burm, and Dan</p> <p>12 Kayser. Who is Dan Kayser, again?</p> <p>13 A. Dan Kayser, at the time this letter was</p> <p>14 written or this e-mail was typed, he was head of</p> <p>15 national accounts.</p> <p>16 Q. Okay. And we know who Mark is. Paul</p> <p>17 Martin, you have mentioned. Who is Justina</p> <p>18 Morosin?</p> <p>19 A. She's over the bus.</p> <p>20 Q. Okay. David Brown, you've discussed.</p> <p>21 Who is Kat Burm?</p> <p>22 A. I believe she is David Brown's</p> <p>23 counterpart for national accounts.</p> <p>24 Q. All right. And the subject here is</p>
<p style="text-align: right;">Page 207</p> <p>1 brakes --</p> <p>2 A. I don't know if it was, again, Meritor</p> <p>3 or Bendix. I really don't.</p> <p>4 Q. And when was that?</p> <p>5 A. I would say, guesstimate, Q3.</p> <p>6 Q. Q3 of when?</p> <p>7 A. 2022.</p> <p>8 Q. Any other issues that -- supply chain</p> <p>9 issues that you believe impacted the Central deal?</p> <p>10 A. These are the ones off the top of my</p> <p>11 head that I can remember today.</p> <p>12 Q. Okay. So you -- there's no more that</p> <p>13 you have today that you can discuss?</p> <p>14 A. I'm sorry?</p> <p>15 Q. Nothing else you can remember today?</p> <p>16 A. Correct.</p> <p>17 Q. All right. What would you look at to</p> <p>18 refresh your recollection?</p> <p>19 A. What would I look at to refresh my</p> <p>20 recollection? I would have to go back through some</p> <p>21 lists of, you know, as we laid out this deal</p> <p>22 between Jim and the componentry that was actually</p> <p>23 built with -- on the spec because that will give me</p> <p>24 some timing, order changes.</p>	<p style="text-align: right;">Page 209</p> <p>1 Goran timeline. This is about the time that Göran</p> <p>2 Nyberg was joining Navistar; correct?</p> <p>3 A. I don't know what day he joined. And</p> <p>4 it's pronounced Göran.</p> <p>5 Q. Göran. This was around the time -- I'm</p> <p>6 not -- I didn't ask you if you know the specific</p> <p>7 day. He joined in early 2022; is that right?</p> <p>8 A. I stick to my original statement. I</p> <p>9 don't know when he joined.</p> <p>10 Q. You don't know. All right. So have you</p> <p>11 ever seen this timeline before?</p> <p>12 A. Not that I recall.</p> <p>13 Q. I'm going to -- one second. Let me just</p> <p>14 show you a final version of this.</p> <p>15 Attached is 157. I'm giving you 157.</p> <p>16 (WHEREUPON, a certain document was</p> <p>17 marked Exhibit No. 157, for</p> <p>18 identification, as of August 21,</p> <p>19 2024.)</p> <p>20 BY MR. DAVIS:</p> <p>21 Q. All right. And what I've handed you is</p> <p>22 157 is an e-mail dated March 2, 2022, and it has</p> <p>23 attached an agenda for a commercial team meeting</p> <p>24 and a two-year timeline of events and then a</p>

CONFIDENTIAL

<p style="text-align: right;">Page 214</p> <p>1 Q. All right. Going down further, it says:</p> <p>2 QLS sensors became major hurdle to keeping trucks</p> <p>3 on the road. Over 10k units down with no QLS</p> <p>4 sensors and supplier issues.</p> <p>5 Do you see that?</p> <p>6 A. Yes.</p> <p>7 Q. Do you recall that?</p> <p>8 A. I do recall the QLS issues.</p> <p>9 Q. Is that an issue that impacted the</p> <p>10 Central deal at all?</p> <p>11 A. I can't confirm or deny. I know it was</p> <p>12 an industry thing.</p> <p>13 Q. But regardless, that was an issue that</p> <p>14 had already arisen by that July to August 2021 time</p> <p>15 frame?</p> <p>16 A. In that time frame.</p> <p>17 Q. Okay. It says: Allison TCM becomes</p> <p>18 gating supply issue with over 6,000 in offline</p> <p>19 through the summer.</p> <p>20 What is Allison TCM?</p> <p>21 A. A truck -- it's -- doesn't -- has no</p> <p>22 bearing on Central orders, but it's a TCM. It's an</p> <p>23 electric brain box.</p> <p>24 Q. Okay.</p>	<p style="text-align: right;">Page 216</p> <p>1 modules become gating supplier causing significant</p> <p>2 downtime and increased offline.</p> <p>3 Do you see that?</p> <p>4 A. Yes.</p> <p>5 Q. Is that the Bendix that you were</p> <p>6 referring to earlier?</p> <p>7 A. Yes.</p> <p>8 Q. What is gating supply -- or gating</p> <p>9 supplier mean?</p> <p>10 A. I'm not familiar with that statement.</p> <p>11 Q. Okay. But that was an issue that was</p> <p>12 preventing the completion of trucks; correct?</p> <p>13 A. It was a -- yes, based on a supply</p> <p>14 issue.</p> <p>15 Q. Okay. So you're saying that the Bendix</p> <p>16 issues that you discussed were known to Navistar in</p> <p>17 November or December of 2021?</p> <p>18 A. No.</p> <p>19 MR. SALLAH: Object to foundation.</p> <p>20 BY MR. DAVIS:</p> <p>21 Q. Go ahead.</p> <p>22 A. No, I'm not stating the time frame. I'm</p> <p>23 saying I'm aware that we had a Bendix issue that</p> <p>24 was affecting production.</p>
<p style="text-align: right;">Page 215</p> <p>1 A. And Allison as in Allison Transmission.</p> <p>2 That's not something that Kyle runs or GLS.</p> <p>3 Q. All right. September to October,</p> <p>4 looking -- of 2021, looking down five bullets:</p> <p>5 Decision made to reduce 2022 order board from</p> <p>6 86,000 expected production to 70,000 units.</p> <p>7 Announced to field team and dealers and customers</p> <p>8 that we are losing at least 40 percent of expected</p> <p>9 2022 production.</p> <p>10 Is that your recollection of that time</p> <p>11 frame as well?</p> <p>12 MR. SALLAH: Object to foundation.</p> <p>13 BY THE WITNESS:</p> <p>14 A. I don't -- again, the losing production,</p> <p>15 yes. Validating those time frames, I would just</p> <p>16 have to go off of what was written by an executive</p> <p>17 here.</p> <p>18 BY MR. DAVIS:</p> <p>19 Q. All right. Well, my question is you, as</p> <p>20 a witness, don't have anything to suggest that this</p> <p>21 is incorrect? Let me ask you that.</p> <p>22 A. I do not.</p> <p>23 Q. Okay. Turning to the next page,</p> <p>24 November-December of 2021: Bendix ABS control</p>	<p style="text-align: right;">Page 217</p> <p>1 Q. Okay. And you see that the executives</p> <p>2 identified this in -- as happening in</p> <p>3 November-December 2021. I'm asking you is that</p> <p>4 your recollection that that was the time frame or</p> <p>5 not?</p> <p>6 A. Vaguely in that time frame, I believe</p> <p>7 that would be -- to be true.</p> <p>8 Q. All right. And you don't have anything</p> <p>9 that you can tell me, as you sit here today, to say</p> <p>10 that the executives were wrong and it actually</p> <p>11 happened later than this?</p> <p>12 A. No, I do not.</p> <p>13 MR. SALLAH: Object to form.</p> <p>14 BY MR. DAVIS:</p> <p>15 Q. Go ahead. You can answer.</p> <p>16 A. No, I do not --</p> <p>17 Q. All right.</p> <p>18 A. -- have recollection of any of that.</p> <p>19 Q. All right. Turn to the next page. This</p> <p>20 is now January '22 to February 2022. And on the</p> <p>21 last page of the timeline, it says: Bendix radars</p> <p>22 become gating supplier and actions put in place to</p> <p>23 reach out to customers/dealers to remove radars</p> <p>24 from orders or change to an accommodation package.</p>

55 (Pages 214 to 217)

CONFIDENTIAL

<p style="text-align: right;">Page 218</p> <p>1 Do you see that?</p> <p>2 A. I see that.</p> <p>3 Q. And is that referring to the switch of</p> <p>4 some customers to a prewire option?</p> <p>5 A. I believe that to be true.</p> <p>6 Q. Okay. And you don't have any reason to</p> <p>7 believe that that did not actually occur in January</p> <p>8 or February of 2022, do you?</p> <p>9 A. I can't confirm those dates. I --</p> <p>10 again, I don't know. I'd have to -- I would have</p> <p>11 to go off of what they've written here.</p> <p>12 Q. All right. So you're not denying those</p> <p>13 dates either?</p> <p>14 A. No, sir.</p> <p>15 Q. And we're going to come back to that</p> <p>16 Bendix issue, but Mr. Carmichael, it's true,</p> <p>17 correct, that the -- well, let's move down here.</p> <p>18 It says: 20,000 orders converted to accommodation</p> <p>19 package and no units with radars to be built in</p> <p>20 March and April to catch up with offline and</p> <p>21 service parts.</p> <p>22 Do you see that?</p> <p>23 A. What bullet point was that?</p> <p>24 Q. The white bullet point under the Bendix</p>	<p style="text-align: right;">Page 220</p> <p>1 deal structure.</p> <p>2 Q. All right. Why don't you pull</p> <p>3 out exhibit -- it was Exhibit 36, just so we can</p> <p>4 orient ourselves.</p> <p>5 A. You're talk -- can I clarify? Are you</p> <p>6 stating that this is part of the 2021 deal?</p> <p>7 Q. No. I'm saying there came a time, you</p> <p>8 would agree, where the original deal that was</p> <p>9 Exhibit 15 was renegotiated, and that happened --</p> <p>10 it was signed off on in April by you and in May by</p> <p>11 Kyle Blain. Do you recall that?</p> <p>12 A. This is stating 20 --</p> <p>13 Q. So I'll come back to the timeline in a</p> <p>14 second. I just want to get our -- get on the same</p> <p>15 page with you, that we're talking about the same</p> <p>16 document. Okay? I believe it was 36 or 38. It</p> <p>17 was one of the first ones I gave you. I believe</p> <p>18 it's 36.</p> <p>19 MR. DAVIS: Oh, you don't think so?</p> <p>20 BY MR. DAVIS:</p> <p>21 Q. Maybe I didn't. No, I didn't give it to</p> <p>22 you. I'm sorry.</p> <p>23 This is Exhibit 36. And this is a --</p> <p>24 this is the letter agreement. The cover date says</p>
<p style="text-align: right;">Page 219</p> <p>1 radar one we just read.</p> <p>2 A. Oh, okay. Repeat your question.</p> <p>3 Q. Yeah. So you see there where it says</p> <p>4 that 20,000 orders were converted to accommodation</p> <p>5 package?</p> <p>6 A. Correct.</p> <p>7 Q. And that's the prewire option; correct?</p> <p>8 A. That would be the prewire.</p> <p>9 Q. Okay. And, in fact, and we'll get to</p> <p>10 this in more detail in a little bit, but there did</p> <p>11 come a time where we re -- you renegotiated the</p> <p>12 letter agreement with Central; correct?</p> <p>13 A. We --</p> <p>14 MR. SALLAH: Object to form.</p> <p>15 BY MR. DAVIS:</p> <p>16 Q. Go ahead.</p> <p>17 A. We negotiated the cover letter.</p> <p>18 Q. The cover letter, the one that was</p> <p>19 signed by you in April of 2022 and signed by</p> <p>20 Central in May of 2022; right?</p> <p>21 A. I would say they're separate deal</p> <p>22 transactions.</p> <p>23 Q. What are separate deal transactions?</p> <p>24 A. They're -- it's not the same deal. The</p>	<p style="text-align: right;">Page 221</p> <p>1 April 8, 2022; right?</p> <p>2 A. Yes, sir.</p> <p>3 Q. All right. And turning to the back, you</p> <p>4 signed it on April 8, 2022; right?</p> <p>5 A. Correct.</p> <p>6 Q. And Kyle Blain signed it on May 18,</p> <p>7 2022?</p> <p>8 A. So it appears.</p> <p>9 Q. Okay. So this is what I'm talking about</p> <p>10 when I say renegotiated. At some point, obviously,</p> <p>11 Exhibit 15 was renegotiated, and Exhibit 36 is what</p> <p>12 took its place?</p> <p>13 A. Fair statement.</p> <p>14 Q. All right.</p> <p>15 A. Now, we're aligned.</p> <p>16 Q. All right. Good. So my question is</p> <p>17 this: Is it not correct that the Bendix issue and</p> <p>18 the availability or the agreements of Central to</p> <p>19 take the prewire option was one of the reasons that</p> <p>20 allowed you to make the offer you did in</p> <p>21 Exhibit 36?</p> <p>22 MR. SALLAH: Object to form. Foundation.</p> <p>23 BY MR. DAVIS:</p> <p>24 Q. Go ahead.</p>

CONFIDENTIAL

<p style="text-align: right;">Page 222</p> <p>1 A. Can you rephrase that?</p> <p>2 Q. Sure. Look at the first -- look at the</p> <p>3 first page of the agreement.</p> <p>4 A. Yes.</p> <p>5 Q. It says: New and used quantity and</p> <p>6 pricing per unit. Do you see that? And identifies</p> <p>7 that there's going to be a Bendix prewire. Do you</p> <p>8 see that?</p> <p>9 A. Yes.</p> <p>10 Q. And then there is the same -- that's for</p> <p>11 the 500 RH A26s. And then for the International</p> <p>12 LTs, it also says there's a Bendix prewire as well.</p> <p>13 A. Correct.</p> <p>14 Q. And my question is, is it not true that</p> <p>15 the fact that Central stated that they would</p> <p>16 take -- well, let me -- let me back up. Some</p> <p>17 fleets would not take a vehicle if it didn't have</p> <p>18 Bendix installed; correct?</p> <p>19 A. Correct.</p> <p>20 Q. All right. They are just -- we won't</p> <p>21 take them unless Bendix is complete and installed</p> <p>22 on the system, but others said we'll take a</p> <p>23 prewire; correct?</p> <p>24 A. Others, yes.</p>	<p style="text-align: right;">Page 224</p> <p>1 A. So the original spec would have had the</p> <p>2 Bendix on it. Right? So this version is something</p> <p>3 different than the original, so we would have had</p> <p>4 to have updated this, but I don't know that that</p> <p>5 would have affected, you know, based on your</p> <p>6 comment of customers not taking the trucks, I</p> <p>7 couldn't confirm that.</p> <p>8 Q. But regardless, the Bendix prewire</p> <p>9 issue, or the Bendix issue, arose before this</p> <p>10 document was signed by you. That, you would agree</p> <p>11 with?</p> <p>12 A. Yes.</p> <p>13 Q. All right. Let's go back to the</p> <p>14 timeline. And, again, this is a document from</p> <p>15 March 2nd of 2022. You see the bullet? It's about</p> <p>16 halfway down the page, it says: A26 quickly</p> <p>17 becoming a gating supply issue with</p> <p>18 approximately --</p> <p>19 A. Where are you at?</p> <p>20 Q. I'm on 77311.</p> <p>21 A. Okay.</p> <p>22 Q. All right. And about halfway down that,</p> <p>23 A26 quickly becoming a gating supply issue with</p> <p>24 approximately 2k units that need to be moved out of</p>
<p style="text-align: right;">Page 223</p> <p>1 Q. And the customer -- and the Bendix</p> <p>2 supply issue was such that you weren't going to</p> <p>3 have any trucks being produced with Bendix for at</p> <p>4 least a couple of months. You recall that; right?</p> <p>5 A. For a large chunk of time.</p> <p>6 Q. Right. And the fact that some customers</p> <p>7 would not take trucks without Bendix meant that</p> <p>8 their slots could be given to customers who would</p> <p>9 take the preorder option; correct?</p> <p>10 A. Potentially.</p> <p>11 Q. All right. And that was part of what</p> <p>12 allowed you to promise the trucks identified in</p> <p>13 Exhibit 36?</p> <p>14 MR. SALLAH: Object to form.</p> <p>15 BY THE WITNESS:</p> <p>16 A. I couldn't honestly sit here and say</p> <p>17 that that's true, based on what we were offering.</p> <p>18 I think that was a spec issue that came up after we</p> <p>19 had a -- after we had the initial spec built, this</p> <p>20 thing came up after -- during that process early on</p> <p>21 in the cycle.</p> <p>22 BY MR. DAVIS:</p> <p>23 Q. What do you mean when you say the --</p> <p>24 just explain that.</p>	<p style="text-align: right;">Page 225</p> <p>1 spring production.</p> <p>2 You see that?</p> <p>3 A. Yes.</p> <p>4 Q. And is that the A26 engine issue you</p> <p>5 were discussing earlier?</p> <p>6 MR. SALLAH: Object to foundation.</p> <p>7 BY THE WITNESS:</p> <p>8 A. I believe that's part of the issue, yes.</p> <p>9 BY MR. DAVIS:</p> <p>10 Q. Okay. Well, what's the other part of</p> <p>11 the issue?</p> <p>12 A. I don't know the exact dates, but it</p> <p>13 seems like it would be in that timeline.</p> <p>14 Q. Okay. And, in fact, the A26 issue was</p> <p>15 part of the reason that some of the trucks had to</p> <p>16 be switched from RH to LT; correct?</p> <p>17 A. Yes, sir.</p> <p>18 Q. And the LT actually can't even -- let me</p> <p>19 reverse that. The RH cabs can't even take the X15</p> <p>20 engine. You need -- you need to have it in an LT;</p> <p>21 is that right?</p> <p>22 A. That is correct.</p> <p>23 Q. Okay. So that issue with the A26 engine</p> <p>24 availability also arose before you signed</p>

CONFIDENTIAL

<p style="text-align: right;">Page 226</p> <p>1 Exhibit 36; correct?</p> <p>2 MR. SALLAH: Object to form.</p> <p>3 BY THE WITNESS:</p> <p>4 A. Can you rephrase that?</p> <p>5 BY MR. DAVIS:</p> <p>6 Q. Yeah. The A26 supply chain issue that</p> <p>7 you were discussing as being a supply chain issue</p> <p>8 that affected this deal, that is an issue that had</p> <p>9 arisen prior to you signing Exhibit 36 on April 8,</p> <p>10 2022?</p> <p>11 A. Based on this version of the cover</p> <p>12 letter, yes.</p> <p>13 Q. All right. Going down to the very last</p> <p>14 bullet point on the timeline, it says: Bendix ABS</p> <p>15 is once again an issue with Bendix telling us we</p> <p>16 will only receive 50 percent of requirements for</p> <p>17 the foreseeable future with no recovery in sight.</p> <p>18 Now, that's referring not to the prewire</p> <p>19 but to the actual availability of the Bendix parts;</p> <p>20 correct?</p> <p>21 MR. SALLAH: Object to foundation.</p> <p>22 BY THE WITNESS:</p> <p>23 A. Rephrase your question, please.</p> <p>24</p>	<p style="text-align: right;">Page 228</p> <p>1 happened in Q3 of 2022?</p> <p>2 A. Right around that area, yes.</p> <p>3 Q. If we were to -- well, we'll get to it,</p> <p>4 but if we were to show you documents indicating</p> <p>5 that that was October or November of 2022, would</p> <p>6 you have a reason to dispute that?</p> <p>7 A. It depends on who sent the document, I</p> <p>8 guess.</p> <p>9 Q. Well, we'll get to that in a little bit.</p> <p>10 Now, let's look at the very last bullet point here.</p> <p>11 So this is, again, March of 2022, March 2, 2022:</p> <p>12 Significant concerns today that supply base will</p> <p>13 keep us at 14 percent market share which equates to</p> <p>14 an approximate 10k reduction in production versus</p> <p>15 '22 plan and 14k in 2023.</p> <p>16 Do you see that?</p> <p>17 A. Yes, sir.</p> <p>18 Q. So would you agree that as of March</p> <p>19 2022, there were significant concerns about future</p> <p>20 supply chain issues?</p> <p>21 A. Based on this comment here, yes.</p> <p>22 Q. Well, and just based on your own</p> <p>23 experience, you were aware that there had been lots</p> <p>24 of supply chain issues over the previous year or</p>
<p style="text-align: right;">Page 227</p> <p>1 BY MR. DAVIS:</p> <p>2 Q. Sure. Well, I'll just ask you. What do</p> <p>3 you understand that Bendix ABS issue to relate to?</p> <p>4 A. This is not the brake issue that I'm</p> <p>5 referring to.</p> <p>6 Q. I'm not asking about the brake issue.</p> <p>7 A. Okay. There -- I'm sorry. Repeat it</p> <p>8 again.</p> <p>9 Q. Well, what is -- Bendix ABS, that's --</p> <p>10 ABS is what?</p> <p>11 A. Anti-brake. Anti-brake system.</p> <p>12 Q. Okay. So you're saying this is not the</p> <p>13 braking issue that you were discussing?</p> <p>14 A. I'm referring to the collision</p> <p>15 mitigation.</p> <p>16 Q. So this Bendix ABS is not the -- you</p> <p>17 said -- one of the issues you identified, there was</p> <p>18 a brake issue. You said you didn't know what the</p> <p>19 issue was, but it had to do with the availability</p> <p>20 of the product, and you didn't know the</p> <p>21 manufacturer?</p> <p>22 A. To my knowledge, I believe that was</p> <p>23 later in the year.</p> <p>24 Q. Okay. And you said you think that</p>	<p style="text-align: right;">Page 229</p> <p>1 so; correct?</p> <p>2 A. Yes, I have.</p> <p>3 Q. And you foresaw that there could be</p> <p>4 additional supply chain issues going forward;</p> <p>5 right?</p> <p>6 MR. SALLAH: Object to form.</p> <p>7 BY MR. DAVIS:</p> <p>8 Q. Go ahead.</p> <p>9 A. And I would answer in the term of,</p> <p>10 again, top 75 versus a retail customer and/or a</p> <p>11 national account. They were all looked at somewhat</p> <p>12 different. So it may not have affected them, and</p> <p>13 it may have. I don't know.</p> <p>14 Q. Well, that's what I'm getting at. So</p> <p>15 you didn't know exactly what the issue may have</p> <p>16 been, because you can't foresee the future</p> <p>17 necessarily, but you knew that there could be more</p> <p>18 supply chain issues coming down the pike; right?</p> <p>19 MR. SALLAH: Object to form.</p> <p>20 BY MR. DAVIS:</p> <p>21 Q. Go ahead.</p> <p>22 A. I would say, based on industry, yes.</p> <p>23 Q. I'd like you to go back to the -- one</p> <p>24 moment. Go to the original -- the draft e-mail</p>

CONFIDENTIAL

Page 270	Page 272
<p>1 A. Yes, sir.</p> <p>2 Q. What are the chips at issue here?</p> <p>3 A. I'm sorry?</p> <p>4 Q. What are the -- what chips were in</p> <p>5 shortage that was causing this problem?</p> <p>6 A. All chips for truck manufacturers, for</p> <p>7 like ECMs and stuff, were all in great shortage.</p> <p>8 Auto, everything.</p> <p>9 Q. Okay.</p> <p>10 A. Auto and truck.</p> <p>11 Q. All right. And you recall this 70 units</p> <p>12 was a specific request because Universal had a</p> <p>13 contract that they needed to fulfill in the time</p> <p>14 frame indicated; correct?</p> <p>15 A. I believe that to be true.</p> <p>16 Q. And you indicated that you would be able</p> <p>17 to provide 43 units in January and the other 37 in</p> <p>18 February?</p> <p>19 A. That was our -- our goal, yes.</p> <p>20 Q. And then, again, this confirms in your</p> <p>21 notes that Central's allocation was to be reduced</p> <p>22 from 1100 units down to 600 due to ongoing supplier</p> <p>23 issues; right?</p> <p>24 A. That's what it states, yes.</p>	<p>1 12/17 from Kyle Blain to you and Belisle; correct?</p> <p>2 A. Yes.</p> <p>3 Q. All right. And in this e-mail, he</p> <p>4 says -- and this is the first large paragraph</p> <p>5 there: Although I understand the production</p> <p>6 limitations that have been experienced, failing to</p> <p>7 fulfill the agreement that we came to in July of</p> <p>8 this year just isn't right considering the history.</p> <p>9 There must be options to find the additional units</p> <p>10 that would complete our expected deliveries. We</p> <p>11 have addressed the issue with the two named</p> <p>12 suppliers that were provided as restraining</p> <p>13 production. And then he lists Bendix and Cummins.</p> <p>14 Do you see that?</p> <p>15 A. Yes.</p> <p>16 Q. Is there any reason to doubt that those</p> <p>17 are the two suppliers that you identified as</p> <p>18 causing problems in your December 16th meeting?</p> <p>19 A. No reason to deny that.</p> <p>20 Q. Okay. No reason to believe you</p> <p>21 indicated any other supplier issues at that</p> <p>22 meeting?</p> <p>23 A. Not at that time.</p> <p>24 Q. Okay. Hand you 164.</p>
Page 271	Page 273
<p>1 Q. All right. No reason to dispute that's</p> <p>2 what you wrote in your notes at the time; right?</p> <p>3 A. Correct.</p> <p>4 Q. One moment. On that same exhibit, turn</p> <p>5 to the second page. It indicates: Navistar to</p> <p>6 review a "No Trade Credit" that would support</p> <p>7 Central selling their own trades.</p> <p>8 You see that?</p> <p>9 A. Correct.</p> <p>10 Q. All right. So this conversation on</p> <p>11 December 17th was when the idea of a no trade</p> <p>12 credit was first floated?</p> <p>13 A. I believe so.</p> <p>14 Q. And you would agree a no trade agreement</p> <p>15 would eliminate any OA that you had on the</p> <p>16 trade-ins that were part of this deal; correct?</p> <p>17 A. Correct.</p> <p>18 Q. Now, I'm going to give you Exhibit 163.</p> <p>19 (WHEREUPON, a certain document was</p> <p>20 marked Exhibit No. 163, for</p> <p>21 identification, as of August 21,</p> <p>22 2024.)</p> <p>23 BY MR. DAVIS:</p> <p>24 Q. All right. This is another e-mail on</p>	<p>1 (WHEREUPON, a certain document was</p> <p>2 marked Exhibit No. 164, for</p> <p>3 identification, as of August 21,</p> <p>4 2024.)</p> <p>5 BY MR. DAVIS:</p> <p>6 Q. All right. This is an e-mail chain, the</p> <p>7 top one is between Tony Stinsa and Brock Frederick,</p> <p>8 but we're going to go to the third page, which</p> <p>9 is -- the second to third page which is an e-mail</p> <p>10 from Belisle to Paul Martin, Chet, and Friedrich</p> <p>11 Baumann, on which you were copied.</p> <p>12 Do you see that?</p> <p>13 A. Yes.</p> <p>14 Q. All right. And that e-mail was dated</p> <p>15 January 7, 2022; correct?</p> <p>16 A. Yes.</p> <p>17 Q. All right. So he says, Belisle says the</p> <p>18 following -- this is on January 7: Gentlemen, we</p> <p>19 have an opportunity with Central that I believe we</p> <p>20 need to pursue ASAP. As you know, Central has</p> <p>21 agreed to full surcharges and unhappily accepted</p> <p>22 the 600 units instead of 1100 this year, however,</p> <p>23 Sean has continued to work with them based on the</p> <p>24 Bendix situation and moving dealers, warranties.</p>

CONFIDENTIAL

Page 274

1 Accurate?

2 **A. I'm not understanding the dealer**

3 **warranties, but accurate.**

4 Q. Okay. It says: Central will take units

5 with the Bendix accommodation package, in either

6 A26 or X15 RH or LT configuration. At the same

7 price and same cost to us.

8 Do you see that?

9 **A. Yes.**

10 Q. So this is indicating that Central had

11 already agreed as of January 7th to take the Bendix

12 prewire; correct?

13 **A. Yes.**

14 Q. All right. And it says: We are

15 building 75 in Jan and Feb of this year then don't

16 have any scheduled yet for the rest of the year.

17 See that?

18 **A. Yes.**

19 Q. So of the 600 that you had promised, as

20 of this date, you had only scheduled 150 of them?

21 **A. Correct.**

22 Q. All right. And then it says: In verbal

23 conversation, Sean has floated that we build them

24 300 [sic] a month in March, April, and May to get

Page 276

1 we sit here today?

2 **A. Not based on what's in writing here.**

3 Q. Do you have anything other than what's

4 in writing to dispute that?

5 **A. Not at this time.**

6 Q. Going down a little bit, it says:

7 Paul -- would that be Paul Martin?

8 **A. I believe so.**

9 Q. Paul, I believe we can actually slip

10 these into production (based on current supplier

11 ability) as incremental production for 2022.

12 Do you see that?

13 **A. Yes.**

14 Q. And then it says: Sean and I want to

15 pursue this option ASAP.

16 Correct?

17 **A. Yes.**

18 Q. That is an option that you and Belisle

19 had discussed at that time?

20 **A. I believe that to be true, based on**

21 **this.**

22 Q. Okay. And he says: I believe we can

23 actually slip these into production.

24 So you believed that it was possible to

Page 275

1 them to their 1100 for the year and they would

2 accept a 10,000 no trade credit on all the OTB

3 units. See below from Dan Simnick for OA.

4 Do you see that?

5 **A. I see that.**

6 Q. Okay. So you had floated that idea of

7 350 a month to Kyle?

8 MR. SALLAH: Object to form.

9 BY THE WITNESS:

10 **A. I don't know if that's the correct time.**

11 **Vaguely in that time frame, I thought it was more**

12 **through June, but based on product and**

13 **availability. I mean...**

14 BY MR. DAVIS:

15 Q. All right. My question is do you have

16 any reason to dispute what Belisle was saying in an

17 e-mail copied to you, that you had floated 350 a

18 month in March, April, and May, as of January 2022?

19 **A. Not based --**

20 MR. SALLAH: Object to form.

21 BY THE WITNESS:

22 **A. Not based on this information.**

23 BY MR. DAVIS:

24 Q. But you have nothing to dispute that, as

Page 277

1 produce 350 a month in March, April, and May, at

2 that time?

3 **A. Based on the guidance of Mark here, yes.**

4 Q. But you also believed it was possible

5 that you couldn't produce 350 in those three months

6 at the same time; correct?

7 **A. All I have to go is based on what my --**

8 **my direct supervisor is telling me or indirect**

9 **supervisor.**

10 Q. Okay. But you -- in having these

11 conversations, he believed it may have been

12 possible, but at the same time you were saying

13 maybe it was not possible; correct?

14 **A. It could go either way, yes.**

15 Q. Okay. It could have gone either way at

16 this point?

17 **A. Yeah. It was based on supply and**

18 **production availability.**

19 Q. Because you could foresee that it's

20 possible that those dates couldn't hold?

21 **A. Just based on what's historically been**

22 **running since COVID.**

23 Q. Right. Well, and one other thing. What

24 is your understanding, then, of what Belisle is

70 (Pages 274 to 277)

CONFIDENTIAL

<p style="text-align: right;">Page 278</p> <p>1 suggesting here, that there would be a 10,000 no</p> <p>2 trade credit on all the OTB units?</p> <p>3 A. Could you rephrase?</p> <p>4 Q. Mark Belisle says that in verbal</p> <p>5 conversation, Sean has floated that we would build</p> <p>6 them 350 a month and they would accept a 10,000 no</p> <p>7 trade credit on all the OTB units.</p> <p>8 What is he discussing there?</p> <p>9 A. He's referring to GLS, Kyle, I would</p> <p>10 presume, that they would be willing to take \$10,000</p> <p>11 per truck that is on an OTB, but does not state</p> <p>12 what year models.</p> <p>13 Q. Okay. And what you mean take OTB, take</p> <p>14 10,000 in exchange for not being allowed to trade</p> <p>15 them to you?</p> <p>16 A. They would take \$10,000 and dispose of</p> <p>17 the equipment on their own.</p> <p>18 Q. I see, which means they wouldn't trade</p> <p>19 them into you?</p> <p>20 A. Correct.</p> <p>21 Q. And that was something you were floating</p> <p>22 in January of 2022?</p> <p>23 MR. SALLAH: Object to form.</p> <p>24</p>	<p style="text-align: right;">Page 280</p> <p>1 Q. All right. And he says: Sean, thanks</p> <p>2 for the great discussion earlier. The plan we</p> <p>3 talked about was having UTO take half the units and</p> <p>4 UTO would be on the hook for the units at the show</p> <p>5 value to customer. With any commensurate roll-out</p> <p>6 and mileage deductions per our appraisal to new</p> <p>7 truck.</p> <p>8 (WHEREUPON, there was a brief</p> <p>9 interruption.)</p> <p>10 BY MR. DAVIS:</p> <p>11 Q. Sean, thanks for the great discussion</p> <p>12 earlier. The plan we talked about was having UTO</p> <p>13 take half of the units and UTO would be on the hook</p> <p>14 for the units at show value to the customer. With</p> <p>15 any commensurate rollout and mileage deductions per</p> <p>16 our appraisal to new truck.</p> <p>17 Okay. So what does show value mean?</p> <p>18 A. I don't know the term "show value."</p> <p>19 Q. All right. Then he says: As mentioned</p> <p>20 in my text after our brief call, the fact that</p> <p>21 Central Transport will likely be selling these</p> <p>22 units in the market at the same time as we are, and</p> <p>23 not simply continuing to run them, makes me pause a</p> <p>24 bit on the strategy of providing full show values</p>
<p style="text-align: right;">Page 279</p> <p>1 BY THE WITNESS:</p> <p>2 A. I would say based -- to the best of my</p> <p>3 knowledge, based on this e-mail.</p> <p>4 BY MR. DAVIS:</p> <p>5 Q. Okay. Do you remember -- well, you know</p> <p>6 who Tony Stinsa is, obviously?</p> <p>7 A. Yes, sir.</p> <p>8 Q. This is Exhibit 148?</p> <p>9 THE COURT REPORTER: 165.</p> <p>10 MR. DAVIS: I'm sorry. 165. My eyesight</p> <p>11 really is going here.</p> <p>12 THE WITNESS: Glad I'm not the only one.</p> <p>13 MR. DAVIS: You're lucky. You're going to</p> <p>14 need your bifocals soon. I told you that</p> <p>15 yesterday.</p> <p>16 (WHEREUPON, a certain document was</p> <p>17 marked Exhibit No. 165, for</p> <p>18 identification, as of August 21,</p> <p>19 2024.)</p> <p>20 BY MR. DAVIS:</p> <p>21 Q. All right. So this is Exhibit 165.</p> <p>22 This is an e-mail from Tony Stinsa to you on</p> <p>23 January 12, 2022; correct?</p> <p>24 A. Yes, sir.</p>	<p style="text-align: right;">Page 281</p> <p>1 and being able to sell the units profitably.</p> <p>2 Do you see that?</p> <p>3 A. Yes.</p> <p>4 Q. All right. Now, there's a reference to</p> <p>5 a text. Mr. Stinsa has produced some texts, but</p> <p>6 there are none from either January 12 or the days</p> <p>7 prior to that. Do you still have text messages on</p> <p>8 your phone with -- well, let me ask you this: Is</p> <p>9 the phone you use, you do use your phone to text</p> <p>10 with people at work; correct?</p> <p>11 A. Yes.</p> <p>12 Q. Okay. Is that a phone that you own or</p> <p>13 is it owned by the company?</p> <p>14 A. I own.</p> <p>15 Q. But you use it for business purposes?</p> <p>16 A. Yes.</p> <p>17 Q. And have you ever gone through and</p> <p>18 deleted your old texts, or are they still there, to</p> <p>19 the best of your knowledge?</p> <p>20 A. They would still be there, to the best</p> <p>21 of my knowledge. I'm not saying it can't happen,</p> <p>22 but to the best of my knowledge, as I sit here</p> <p>23 today.</p> <p>24 Q. Have you ever provided them to be</p>

CONFIDENTIAL

<p style="text-align: right;">Page 282</p> <p>1 collected in this case?</p> <p>2 MR. SALLAH: Object to form.</p> <p>3 BY THE WITNESS:</p> <p>4 A. I don't -- yeah, I think I have. I</p> <p>5 think I've submitted one. I think it's probably</p> <p>6 with Tony, would be the only one that I would have.</p> <p>7 BY MR. DAVIS:</p> <p>8 Q. Submitted one text?</p> <p>9 A. Yeah, to -- internally.</p> <p>10 Q. Okay.</p> <p>11 A. I think it's one.</p> <p>12 Q. All right. And then he asked: Since</p> <p>13 you think they are actually going to be selling</p> <p>14 them, we'd like the deal with Central on the No</p> <p>15 Trade Credit to consider the following stipulation.</p> <p>16 And he asked for Central Transport to agree not to</p> <p>17 sell their retained units for lower than the</p> <p>18 equivalent OTB for the given unit.</p> <p>19 Do you see that?</p> <p>20 A. Yes.</p> <p>21 Q. What did you understand that to mean?</p> <p>22 A. You would have to go to Tony. I don't</p> <p>23 understand what the channels are.</p> <p>24 Q. Okay.</p>	<p style="text-align: right;">Page 284</p> <p>1 correct?</p> <p>2 A. I believe that's covered in the cover</p> <p>3 letter.</p> <p>4 Q. Okay. Well, let's -- before we get to</p> <p>5 the cover letter, let's -- I'm going to give you</p> <p>6 Exhibit 168 -- 166.</p> <p>7 (WHEREUPON, a certain document was</p> <p>8 marked Exhibit No. 166, for</p> <p>9 identification, as of August 21,</p> <p>10 2024.)</p> <p>11 BY MR. DAVIS:</p> <p>12 Q. This is an e-mail from Kyle Blain to you</p> <p>13 on January 13, 2022; correct?</p> <p>14 A. Yes.</p> <p>15 Q. He says: Let's go with the 1100 trucks</p> <p>16 delivering into June; right?</p> <p>17 A. Correct.</p> <p>18 Q. We will sell the trades as discussed?</p> <p>19 A. Yes.</p> <p>20 Q. Okay. And then he asked for 7 million</p> <p>21 as a significant gain that will be realized by not</p> <p>22 having the trade. And then he says: Additionally,</p> <p>23 this amount would be inclusive of the Universal</p> <p>24 rental, QLS downtime, forward uptime losses on the</p>
<p style="text-align: right;">Page 283</p> <p>1 A. I wouldn't know the channels they sell</p> <p>2 to.</p> <p>3 Q. All right. So as we sit here today, you</p> <p>4 don't have any information that you can give me on</p> <p>5 how the no trade credit would work in the</p> <p>6 stipulations. Is that fair?</p> <p>7 A. How the no trade works -- credit would</p> <p>8 work? Can you rephrase?</p> <p>9 Q. Yeah. How the no trade credit would</p> <p>10 work, including the stipulation about agreements</p> <p>11 not to sell or retain units for lower than the</p> <p>12 equivalent OTB.</p> <p>13 MR. SALLAH: Object to form.</p> <p>14 BY THE WITNESS:</p> <p>15 A. I think he's talking about in the open</p> <p>16 market, he wants to make sure that they're</p> <p>17 consistent, but, again, I would have to ask Tony.</p> <p>18 BY MR. DAVIS:</p> <p>19 Q. Okay. So you're just guessing? You</p> <p>20 don't really know?</p> <p>21 A. I don't really know. I mean...</p> <p>22 Q. Now, you did, in fact, make an offer to</p> <p>23 Central that included the no trade agreement and</p> <p>24 the stipulation that Tony Stinsa was asking for;</p>	<p style="text-align: right;">Page 285</p> <p>1 2017 to 2019 MY units through June 2022.</p> <p>2 Do you see that?</p> <p>3 A. I do see that.</p> <p>4 Q. And you believe that is referring to the</p> <p>5 no trade portion of the deal?</p> <p>6 A. How the funds roll up, correct.</p> <p>7 Q. All right. And what did you understand</p> <p>8 the no trade was supposed to cover?</p> <p>9 A. Basically everything that is outlined in</p> <p>10 the cover letter.</p> <p>11 Q. All right. So we'll get to the cover</p> <p>12 letter, so we'll talk about it when we get there.</p> <p>13 All right. But this was the point where</p> <p>14 you first -- well, he's responding to your offer of</p> <p>15 1100 trucks delivering into June with a no trade</p> <p>16 credit; correct?</p> <p>17 A. Yes, but the dollar was not 7 million.</p> <p>18 Q. We'll get to that.</p> <p>19 A. Okay.</p> <p>20 Q. That number changed, but the offer</p> <p>21 was --</p> <p>22 A. His counteroffer, yes.</p> <p>23 Q. 1100 trucks delivering into June and the</p> <p>24 no trade credit, the amount would change later;</p>

CONFIDENTIAL

Page 326	Page 328
<p>1 through that. This is your response to him; 2 correct?</p> <p>3 A. Yes.</p> <p>4 Q. And you say: Jim, I will change the 5 verbiage on that line.</p> <p>6 That's what you said; right? Top 7 e-mail.</p> <p>8 A. I see it.</p> <p>9 Q. All right. That's what you told him, 10 you would change the verbiage on that line. So you 11 took that language out of whatever you were putting 12 together?</p> <p>13 A. Whatever we were putting together, based 14 on his guidance.</p> <p>15 Q. And then I'll just ask, you say: Please 16 remember Kyle did not want one of the changes that 17 Universal agreed to, so that was a big delay early 18 on as well.</p> <p>19 What are you talking about?</p> <p>20 A. I think when we were -- when I was 21 looking at this or thinking through the process, we 22 were talking about on the prewire, it was a -- 23 again, vaguely remember, not sure a hundred 24 percent, but I believe that there was a commitment</p>	<p>1 you and Kyle Blain, copying Lollis, and it's 2 referencing the cover letter, the current draft of 3 the cover letter; correct?</p> <p>4 A. I -- when you say update the current 5 cover letter, which one are you referring to, sir?</p> <p>6 Q. Right. Well, the attach -- the e-mail 7 that I was given by Navistar does not have the 8 attachment, but you see your e-mail from Carmichael 9 to Kyle Blain, and it says: Kyle, attached is the 10 updated cover letter with regards to the 1100 units 11 building in 2022. As we sit right now, all units 12 we built and delivered by June, we have added 13 language as discussed for the following items.</p> <p>14 And then you have some bullet points; 15 correct?</p> <p>16 A. Yes, sir.</p> <p>17 Q. Okay. And then going up, you have 18 Kyle's response to you. And then at the top, you 19 asked Lollis -- I'm sorry, you say to Lollis: 20 Kyle/Joe must tell us who gets the 600 ISX units 21 this week or build slots will start pushing.</p> <p>22 You see that?</p> <p>23 A. Yes.</p> <p>24 Q. The ISX units are the -- I'm sorry,</p>
Page 327	Page 329
<p>1 to do the prewire and then a pause, and then there 2 was back on doing the prewire.</p> <p>3 Q. Okay.</p> <p>4 A. But I'm not a hundred percent sure. 5 That's just vaguely what I remember.</p> <p>6 Q. Okay. And you don't remember what the 7 time frame of that was either, do you?</p> <p>8 A. I don't. I really don't. I would say 9 Q1.</p> <p>10 Q. Q1. So before you -- before the 4/18 11 agreement -- or the 4/8 agreement was signed, then; 12 right?</p> <p>13 A. I would believe so, yes.</p> <p>14 Q. I'm going to hand you now Exhibit 179. 15 (WHEREUPON, a certain document was 16 marked Exhibit No. 179, for 17 identification, as of August 21, 18 2024.)</p> <p>19 BY MR. DAVIS:</p> <p>20 Q. So this is an e-mail chain between you 21 and Jim Lollis, 3/14/2022; correct?</p> <p>22 A. Correct.</p> <p>23 Q. Okay. And going back a page, you see 24 that there's an e-mail from February 17th between</p>	<p>1 the -- well, those are the Cummins engines; 2 correct?</p> <p>3 A. The LT with Cummins, yes, sir.</p> <p>4 Q. So you were telling Lollis that Kyle 5 needs to tell you who gets those LTs; correct?</p> <p>6 A. Based on this e-mail, yes.</p> <p>7 Q. Okay. And this was on 3/14?</p> <p>8 A. Yes.</p> <p>9 Q. All right. So I'm going to give you an 10 e-mail dated 3/15.</p> <p>11 (WHEREUPON, a certain document was 12 marked Exhibit No. 180, for 13 identification, as of August 21, 14 2024.)</p> <p>15 BY MR. DAVIS:</p> <p>16 Q. 180. This is an e-mail chain between 17 you and Carmichael -- I'm sorry, between you and 18 Blain dated 3/15, and then the second e-mail in the 19 chain is from March 14, 2022; correct?</p> <p>20 A. That is correct.</p> <p>21 Q. The e-mail on the 14th says Kyle, and it 22 has some information that says: We need to know 23 how you want the 600 ISX units divided up between 24 companies. Once we have this info, we can finalize</p>

CONFIDENTIAL

<p style="text-align: right;">Page 330</p> <p>1 everything.</p> <p>2 That's what you said; correct?</p> <p>3 A. That is correct.</p> <p>4 Q. And the next day, he told you the LTs</p> <p>5 will all go to CT; correct?</p> <p>6 A. That is correct.</p> <p>7 Q. That means they'll all go to Central?</p> <p>8 A. Correct.</p> <p>9 Q. All right. So he met your requested</p> <p>10 deadline the very next day; right?</p> <p>11 A. Yes.</p> <p>12 Q. Right. So you're not ascribing any</p> <p>13 fault to him in delaying giving you the LT mix;</p> <p>14 right?</p> <p>15 A. I'm not describing any fault to Kyle</p> <p>16 Blain, but I do not know when the trucks were</p> <p>17 entered into the system.</p> <p>18 Q. Okay. Well, he's not the one that</p> <p>19 enters the trucks into the system.</p> <p>20 A. Nope, nor am I.</p> <p>21 Q. All right. Nor are you, you said?</p> <p>22 A. Nope.</p> <p>23 Q. Okay. This will be 181.</p> <p>24</p>	<p style="text-align: right;">Page 332</p> <p>1 for unique customers.</p> <p>2 See that?</p> <p>3 A. Yes.</p> <p>4 Q. Okay. And what was your understanding</p> <p>5 as to why, as you lose production, you lose</p> <p>6 opportunities for unique customers?</p> <p>7 A. For those new -- I would assume new</p> <p>8 reconquest type customers, we would need to show</p> <p>9 that we weren't hitting our targets.</p> <p>10 Q. You're saying to get those customers</p> <p>11 back, you need to show that you could deliver the</p> <p>12 trucks on time?</p> <p>13 A. That we could produce the trucks and get</p> <p>14 them delivered.</p> <p>15 Q. Right. And if they know that you're not</p> <p>16 meeting existing orders, they're not going to be</p> <p>17 very enthused to go with Navistar; right?</p> <p>18 A. We're going to be challenged.</p> <p>19 Q. Okay. And this then reflects your</p> <p>20 knowledge that the time, you were losing production</p> <p>21 in the March of 2022 time frame; correct?</p> <p>22 A. Just give me a second to read, please.</p> <p>23 Q. Sure.</p> <p>24 A. Can you repeat?</p>
<p style="text-align: right;">Page 331</p> <p>1 (WHEREUPON, a certain document was</p> <p>2 marked Exhibit No. 181, for</p> <p>3 identification, as of August 21,</p> <p>4 2024.)</p> <p>5 BY MR. DAVIS:</p> <p>6 Q. And this is an e-mail that you've sent</p> <p>7 to numerous individuals. These are your TSMs and</p> <p>8 your admin that you're sending this to; correct?</p> <p>9 A. Yes.</p> <p>10 Q. Okay. And it -- the subject is the</p> <p>11 sales review deck from Friday. You see that?</p> <p>12 A. Yes.</p> <p>13 Q. Okay. And so you would -- you would</p> <p>14 take part in a weekly sales review with corporate,</p> <p>15 and then you would convey the information you learn</p> <p>16 to your TSMs; right?</p> <p>17 A. To the best of my ability, yes.</p> <p>18 Q. All right. And you indicate in here:</p> <p>19 Unique customers as you know this is a big chunk</p> <p>20 being of our SIP.</p> <p>21 What's SIP?</p> <p>22 A. Sales incentive plan.</p> <p>23 Q. Okay. Mark is using the slide to show</p> <p>24 that as we lose production, we lose opportunities</p>	<p style="text-align: right;">Page 333</p> <p>1 (WHEREUPON, the record was read</p> <p>2 as requested.)</p> <p>3 BY THE WITNESS:</p> <p>4 A. I think it reflects, yes, that we were</p> <p>5 losing production, but it was also implying that we</p> <p>6 needed to clean up our order board to make sure</p> <p>7 that the orders in the system were truly going to</p> <p>8 said customer.</p> <p>9 BY MR. DAVIS:</p> <p>10 Q. So it was reflecting both of those</p> <p>11 things, then?</p> <p>12 A. To the best of my knowledge today, yes.</p> <p>13 Q. All right. I'm going to give you</p> <p>14 another -- actually, I believe it's one of the</p> <p>15 attachments to that document. I'm sorry.</p> <p>16 A. This one?</p> <p>17 Q. Yeah, it's listed as a separate</p> <p>18 document. Give me a moment.</p> <p>19 This will be 182. Let me just confirm</p> <p>20 that, that this is an attachment. I'm sorry.</p> <p>21 (WHEREUPON, a certain document was</p> <p>22 marked Exhibit No. 182, for</p> <p>23 identification, as of August 21,</p> <p>24 2024.)</p>

CONFIDENTIAL

<p style="text-align: right;">Page 334</p> <p>1 BY MR. DAVIS:</p> <p>2 Q. Yes, I can confirm this is one of the</p> <p>3 attachments that you had sent. The original or the</p> <p>4 parent document is NAV00082410 and NAV00082447 is</p> <p>5 one of the attachments that you had on it. All</p> <p>6 right? So I'm going to ask you to --</p> <p>7 MR. SALLAH: Do you have a copy?</p> <p>8 MR. DAVIS: Yeah. You know what? Instead of</p> <p>9 marking -- well, did we already mark it with a</p> <p>10 sticker?</p> <p>11 MR. SALLAH: Yes.</p> <p>12 MR. DAVIS: All right. It's marked as 182.</p> <p>13 It's fine. It's marked separately, but it is an</p> <p>14 attachment to 181, for the record.</p> <p>15 BY MR. DAVIS:</p> <p>16 Q. All right. Turn to the very first page</p> <p>17 of this Orders and Production Update dated</p> <p>18 March 23, 2022. All right?</p> <p>19 A. Yep.</p> <p>20 Q. It states: Multiple suppliers impacting</p> <p>21 all plants.</p> <p>22 You see that?</p> <p>23 A. Yes.</p> <p>24 Q. Supply, that refers to supply chain</p>	<p style="text-align: right;">Page 336</p> <p>1 Q. And this is also indicating that there</p> <p>2 are issues with A26 orders. Does that refer to the</p> <p>3 actual engines being built?</p> <p>4 MR. SALLAH: Object to form.</p> <p>5 BY MR. DAVIS:</p> <p>6 Q. Would that be your understanding?</p> <p>7 A. That would be a speculation on my half.</p> <p>8 Q. Okay. And then looking at the next page</p> <p>9 of that, actually, 82449, this is a list of top</p> <p>10 critical production supplier units at risk, and</p> <p>11 this is indicating potential -- or the top</p> <p>12 potential issues affecting production; correct?</p> <p>13 A. Correct. That --</p> <p>14 Q. And you would frequently -- I mean, this</p> <p>15 was a -- this was an update that you received every</p> <p>16 week or so?</p> <p>17 A. No, I don't want to say every week. I</p> <p>18 don't know that we received it weekly. It may be a</p> <p>19 monthly or -- I don't recall how often.</p> <p>20 Q. You agree, though, certainly this isn't</p> <p>21 a one-off. You would receive a report like this</p> <p>22 every so often?</p> <p>23 A. Every so often, yes.</p> <p>24 Q. Okay. All right.</p>
<p style="text-align: right;">Page 335</p> <p>1 issues; correct?</p> <p>2 A. I'm sorry?</p> <p>3 Q. And that refers to supply chain issues;</p> <p>4 correct?</p> <p>5 A. Correct.</p> <p>6 Q. All right. And then the next sentence,</p> <p>7 it says: Supply of material remains a great</p> <p>8 challenge; multiple suppliers causing disruptions.</p> <p>9 Correct?</p> <p>10 A. Yes.</p> <p>11 Q. And then EAP Line 1 and 2 are down today</p> <p>12 and tomorrow due to lack of material (IP insourcing</p> <p>13 and tires).</p> <p>14 You see that; right?</p> <p>15 A. Yes.</p> <p>16 Q. So this is reflecting, as of March 23rd,</p> <p>17 you and certainly Navistar would have been aware of</p> <p>18 those supply chain issues; correct?</p> <p>19 A. Correct.</p> <p>20 Q. All right. Go back to that document, to</p> <p>21 185. It also indicates there's a risk of</p> <p>22 additional down days at all plants in March due to</p> <p>23 supplier issues; right?</p> <p>24 A. That's what it states.</p>	<p style="text-align: right;">Page 337</p> <p>1 A. It may be quarterly.</p> <p>2 Q. All right. Here's the same report for</p> <p>3 April 6, 2022. We'll mark that as 183.</p> <p>4 (WHEREUPON, a certain document was</p> <p>5 marked Exhibit No. 183, for</p> <p>6 identification, as of August 21,</p> <p>7 2024.)</p> <p>8 MR. DAVIS: You're going to have to share. I</p> <p>9 only have the two copies of this one.</p> <p>10 MR. SALLAH: Just scoot over a little bit so</p> <p>11 you stay in the video. I'm good right here, Sean.</p> <p>12 THE WITNESS: You good, sir?</p> <p>13 THE VIDEOGRAPHER: Yes.</p> <p>14 BY MR. DAVIS:</p> <p>15 Q. All right. And, actually, I apologize,</p> <p>16 let me -- I don't have this printed, so I'm going</p> <p>17 to have to just share it with you. This is</p> <p>18 actually an attachment to Navistar 84373. I don't</p> <p>19 have a way to mark it, but I'm going to just show</p> <p>20 you the document to confirm that you did receive</p> <p>21 it. All right?</p> <p>22 A. What should I do with this document now?</p> <p>23 Q. You can hold on to it. I'm going to ask</p> <p>24 you questions about it. I'm just going to show you</p>

CONFIDENTIAL

<p style="text-align: right;">Page 378</p> <p>1 Q. Okay.</p> <p>2 A. '22.</p> <p>3 Q. '22. I apologize. Thank you. And</p> <p>4 that's something that your higher-ups were asking</p> <p>5 you to get done. You would agree with that;</p> <p>6 correct?</p> <p>7 A. I don't know that they were asking. I</p> <p>8 think I was concerned that if we did not have a</p> <p>9 cover letter signed, that we were at risk.</p> <p>10 Q. Okay. So you were concerned without a</p> <p>11 cover letter that others at Navistar may not follow</p> <p>12 the production schedule --</p> <p>13 A. No, I was -- we were at risk that we</p> <p>14 weren't going to be able to produce trucks, and</p> <p>15 there's some liability, not only for Allegiance but</p> <p>16 for Navistar as well.</p> <p>17 Q. And you would agree you never told Kyle</p> <p>18 before he signed that agreement that there was a</p> <p>19 risk that his trucks weren't going to come on the</p> <p>20 schedule that was --</p> <p>21 A. I don't recall.</p> <p>22 Q. And you don't know if anybody at</p> <p>23 Navistar conveyed that to him either, do you?</p> <p>24 A. I don't recall. I would not know if</p>	<p style="text-align: right;">Page 380</p> <p>1 Or at least you were concerned that that would</p> <p>2 happen; right?</p> <p>3 A. I was concerned, as we do not have an</p> <p>4 order.</p> <p>5 Q. Right. And specifically, you said you</p> <p>6 have to sign the agreement with the no trade clause</p> <p>7 in it. You would agree with that; right?</p> <p>8 A. Yes.</p> <p>9 Q. Okay. And then he did sign after you</p> <p>10 sent -- after you made that communication to</p> <p>11 Lollis?</p> <p>12 A. On the 18th, yes.</p> <p>13 Q. The very next day?</p> <p>14 A. Yeah, the 18th.</p> <p>15 Q. All right. Now, Mr. Carmichael, would</p> <p>16 you agree with me that you knew -- you talked about</p> <p>17 various supply chain issues, but you would agree</p> <p>18 that you knew that those supply chain issues had</p> <p>19 already occurred before Kyle Blain signed that</p> <p>20 agreement; correct?</p> <p>21 MR. SALLAH: Object to form.</p> <p>22 BY THE WITNESS:</p> <p>23 A. I believed that we had supply</p> <p>24 constraints, based on the internal e-mails or the</p>
<p style="text-align: right;">Page 379</p> <p>1 anybody else did.</p> <p>2 Q. Okay. All you can say is that you don't</p> <p>3 know what the production schedule was on 5/4 in</p> <p>4 Navistar's system. That's what you're testifying</p> <p>5 to?</p> <p>6 MR. SALLAH: Objection. Form.</p> <p>7 BY THE WITNESS:</p> <p>8 A. I'm saying I don't recall.</p> <p>9 BY MR. DAVIS:</p> <p>10 Q. You don't recall. So you may have known</p> <p>11 what the production schedule -- what the order</p> <p>12 board looked like on 5/4?</p> <p>13 A. I may have known, but I do not recall.</p> <p>14 Q. Okay. You would agree somebody at</p> <p>15 Navistar would have known; correct?</p> <p>16 MR. SALLAH: Objection. Foundation.</p> <p>17 BY THE WITNESS:</p> <p>18 A. I would believe somebody would have</p> <p>19 knowledge of an order board.</p> <p>20 BY MR. DAVIS:</p> <p>21 Q. Okay. And just to close this out, 5/17</p> <p>22 you told Jim Lollis that if he doesn't sign,</p> <p>23 they're going to stop delivering trucks that have</p> <p>24 already been produced, right, if he doesn't sign?</p>	<p style="text-align: right;">Page 381</p> <p>1 internal presentations that he had sent, but I</p> <p>2 hadn't, in my best knowledge, had no idea it was</p> <p>3 going to affect the PAM/Central/Universal truck</p> <p>4 builds.</p> <p>5 BY MR. DAVIS:</p> <p>6 Q. No, I'm talking about the ones</p> <p>7 specifically that you said did affect PAM and</p> <p>8 Central. You talked about the A26 issue; right?</p> <p>9 A. Yes.</p> <p>10 Q. Okay. That occurred before that</p> <p>11 agreement was even signed by you; correct?</p> <p>12 A. Yes.</p> <p>13 MR. SALLAH: Object to form.</p> <p>14 BY MR. DAVIS:</p> <p>15 Q. Okay. The Bendix -- the Bendix supply</p> <p>16 chain issues, that occurred before you had even</p> <p>17 signed Exhibit 36; correct?</p> <p>18 MR. SALLAH: Same objection.</p> <p>19 BY THE WITNESS:</p> <p>20 A. The Bendix? Can you --</p> <p>21 BY MR. DAVIS:</p> <p>22 Q. The Bendix collision mitigation issue?</p> <p>23 A. Yes.</p> <p>24 Q. That had occurred before you even signed</p>

CONFIDENTIAL

<p style="text-align: right;">Page 382</p> <p>1 the agreement?</p> <p>2 A. Yes.</p> <p>3 Q. Okay. And you mentioned the WABCO -- or</p> <p>4 the brake issue, and you said you don't remember.</p> <p>5 Would it refresh your memory if I showed you one of</p> <p>6 the other e-mails you asked Jim Lollis to collect?</p> <p>7 A. You can.</p> <p>8 Q. Okay. Well, we'll get to that in a</p> <p>9 moment. But you believe that took place in quarter</p> <p>10 3 or later?</p> <p>11 A. To the best of my knowledge.</p> <p>12 Q. After the trucks should already have</p> <p>13 been built under the production schedule in that</p> <p>14 Exhibit 36; right?</p> <p>15 MR. SALLAH: Object to form.</p> <p>16 BY THE WITNESS:</p> <p>17 A. Based on that production schedule and</p> <p>18 production timing and availability, yeah.</p> <p>19 BY MR. DAVIS:</p> <p>20 Q. Okay. And you mentioned a frame rail</p> <p>21 issue, and you weren't able to give me any timing</p> <p>22 as to when that issue occurred?</p> <p>23 A. You asked me the question on what</p> <p>24 challenges that we had.</p>	<p style="text-align: right;">Page 384</p> <p>1 (WHEREUPON, a certain document was</p> <p>2 marked Exhibit No. 187, for</p> <p>3 identification, as of August 21,</p> <p>4 2024.)</p> <p>5 BY MR. DAVIS:</p> <p>6 Q. All right. So this is an e-mail chain.</p> <p>7 The top of the chain is between you and Chas</p> <p>8 Voyles, Jr. And I think you mentioned who Chas is,</p> <p>9 but just for the record --</p> <p>10 MR. SALLAH: Sorry. What exhibit are we on?</p> <p>11 187?</p> <p>12 MR. DAVIS: 187. Yeah.</p> <p>13 BY THE WITNESS:</p> <p>14 A. Could you repeat?</p> <p>15 BY MR. DAVIS:</p> <p>16 Q. Yeah. The top in this e-mail chain is</p> <p>17 from Chas Voyles to you; correct?</p> <p>18 A. That is correct.</p> <p>19 Q. And I think you said who he was, but who</p> <p>20 was Chas Voyles?</p> <p>21 A. Chas Voyles is -- was our director of</p> <p>22 service for the southwest region, and currently, he</p> <p>23 is the director of dealer sales in the southwest</p> <p>24 region.</p>
<p style="text-align: right;">Page 383</p> <p>1 Q. Yeah. And --</p> <p>2 A. I listed frame rails as one them for</p> <p>3 Navistar.</p> <p>4 Q. And frame rails was one of the issues</p> <p>5 that you're saying affected --</p> <p>6 A. I'm not saying that.</p> <p>7 Q. You're not saying that. So frame rail</p> <p>8 is not one of the issues that impacted production</p> <p>9 to Nav -- to Central?</p> <p>10 A. I would -- I'm sorry. Go ahead.</p> <p>11 Q. No. Are you -- that's where I'm</p> <p>12 confused. Are you saying frame rails are or not an</p> <p>13 issue that affected the production of trucks for</p> <p>14 Central?</p> <p>15 A. I don't recall.</p> <p>16 Q. You don't recall. Okay. And do you</p> <p>17 remember when frame rail issues arose in general?</p> <p>18 A. I don't recall, sir.</p> <p>19 Q. Okay. So you don't even -- was it after</p> <p>20 the brakes issue?</p> <p>21 A. I don't recall.</p> <p>22 Q. You don't recall. All right. Give me</p> <p>23 one moment. So I'm going to give you Exhibit 187.</p> <p>24</p>	<p style="text-align: right;">Page 385</p> <p>1 Q. All right. So I just want to go down</p> <p>2 further in the chain. Two e-mails down in the</p> <p>3 chain is an e-mail from you to Mark Belisle, and</p> <p>4 the subject is urgent, Central/Universal warranty</p> <p>5 issue.</p> <p>6 You see that; correct?</p> <p>7 A. I'm sorry. I'm not seeing that. The</p> <p>8 second one?</p> <p>9 Q. Third one.</p> <p>10 A. Third one. I'm sorry.</p> <p>11 Q. Third one. It's from you to Belisle,</p> <p>12 June 27, 2022; right?</p> <p>13 A. Ask your question.</p> <p>14 Q. Am I correct that we're looking at an</p> <p>15 e-mail from you to Belisle on June 27, 2022?</p> <p>16 A. Correct.</p> <p>17 Q. And in that e-mail, you said:</p> <p>18 Morning -- or you say: Mark, Morning. Hate to</p> <p>19 start a Monday like this but need your help on this</p> <p>20 urgent internal topic. Being told via CSA that we</p> <p>21 are having issues with talking/approving the</p> <p>22 warranty for Central/Universal on the 2018 and 2019</p> <p>23 units. Here are the issues at hand on 840</p> <p>24 2018/2019 trades that pushed out due to collision</p>

CONFIDENTIAL

<p style="text-align: right;">Page 386</p> <p>1 mitigation, A26 shortages and production</p> <p>2 constraints (causing changes to cover letter before</p> <p>3 we could have customer sign).</p> <p>4 You see that; right?</p> <p>5 A. Yes.</p> <p>6 Q. So you are at this point telling Mark</p> <p>7 Belisle that the production issues were the</p> <p>8 collision mitigation. That's Bendix; right?</p> <p>9 A. Yes.</p> <p>10 Q. A26 shortages?</p> <p>11 A. Yes.</p> <p>12 Q. And production constraints that occurred</p> <p>13 before the customer signed; correct?</p> <p>14 A. Correct.</p> <p>15 Q. All right. Do you recall ever conveying</p> <p>16 to anyone at Navistar that there were any</p> <p>17 production constraints that -- besides the A26 and</p> <p>18 the Bendix that would have impacted Central before</p> <p>19 the trucks should have been produced by -- well,</p> <p>20 let me put it another way.</p> <p>21 Were there any other issues by June of</p> <p>22 2022, besides Bendix and the A26 shortage, that you</p> <p>23 claimed affected the Central build?</p> <p>24 A. That I --</p>	<p style="text-align: right;">Page 388</p> <p>1 an e-mail between you and Kerri Podewell.</p> <p>2 Do you see that?</p> <p>3 A. Yes, sir.</p> <p>4 Q. And that's the one I want to talk about</p> <p>5 dated June 28, 2022. All right? And you say:</p> <p>6 Kerri, I would like to seek approval for the</p> <p>7 following outstanding items for the Central,</p> <p>8 Universal and PAM Transportation. As you are</p> <p>9 aware, finalizing this deal has been an ongoing</p> <p>10 process. No sooner did we finalize a no trade</p> <p>11 agreement, we had to adjust for Bendix, then</p> <p>12 shortly after that, we had to convert from A26 to</p> <p>13 X15 due to supply constraints, all causing us to</p> <p>14 miss our projected delivery schedule of June, now</p> <p>15 more like September.</p> <p>16 Do you see that?</p> <p>17 A. Yes.</p> <p>18 Q. Okay. So I just want to explain. When</p> <p>19 say no sooner did we finalize a no trade agreement</p> <p>20 we had to adjust for Bendix, you're talking about</p> <p>21 that deal sheet from January, not the final signed</p> <p>22 agreement; correct?</p> <p>23 A. Based on this, I would say that would be</p> <p>24 accurate.</p>
<p style="text-align: right;">Page 387</p> <p>1 MR. SALLAH: Object to form.</p> <p>2 BY MR. DAVIS:</p> <p>3 Q. Yeah. Well, we just talked -- you just</p> <p>4 told Mark Belisle about A26 shortages, Bendix, and</p> <p>5 production constraints that all arose before he</p> <p>6 signed; right?</p> <p>7 A. As that states, yes.</p> <p>8 Q. Have you ever -- were there any other</p> <p>9 supply chain issues that would have impacted</p> <p>10 Central by the time all those trucks should have</p> <p>11 been produced in June 2022?</p> <p>12 A. I do not recall.</p> <p>13 Q. Okay. So as you sit here, you cannot</p> <p>14 think of one?</p> <p>15 A. I do not recall at this time.</p> <p>16 Q. Okay. This is going to be 188.</p> <p>17 (WHEREUPON, a certain document was</p> <p>18 marked Exhibit No. 188, for</p> <p>19 identification, as of August 21,</p> <p>20 2024.)</p> <p>21 BY MR. DAVIS:</p> <p>22 Q. All right. So we are looking here that</p> <p>23 Kevin O'Brien -- the top is an e-mail between you</p> <p>24 and Kevin O'Brien, and then two down from there is</p>	<p style="text-align: right;">Page 389</p> <p>1 Q. Okay. And then you say: Shortly after</p> <p>2 that, we had to convert from A26 to X15 due to</p> <p>3 supply constraints. Again, that was before you</p> <p>4 signed Exhibit 36; correct?</p> <p>5 A. I would believe so.</p> <p>6 Q. Okay. And then you say: All causing us</p> <p>7 to miss our projected delivery schedule of June,</p> <p>8 now more like September. Right?</p> <p>9 A. That's what it states, yes.</p> <p>10 Q. So at this point, you were not telling</p> <p>11 Kerri Podewell on June 28th that there were any</p> <p>12 other production issues affecting this deal;</p> <p>13 correct?</p> <p>14 A. I was keeping it very high level. I do</p> <p>15 not know if there was more constraints at that time</p> <p>16 or not. I do not recall.</p> <p>17 Q. Well, if there were, you certainly</p> <p>18 didn't include them in this communication to Kerri</p> <p>19 Podewell. You would agree; right?</p> <p>20 A. That would be a fair statement, yes.</p> <p>21 Q. And your memory as to what those</p> <p>22 constraints could have been would have been a lot</p> <p>23 fresher in June of 2022 than today, August of 2024.</p> <p>24 You'd agree with that; right?</p>

CONFIDENTIAL

<p style="text-align: right;">Page 390</p> <p>1 A. I believe that's a fair statement.</p> <p>2 Q. All right. And, Mr. Carmichael, I just</p> <p>3 want to ask you this frankly. You have repeatedly,</p> <p>4 internally in Navistar, expressed your view that</p> <p>5 Navistar had promised those trucks to Central by</p> <p>6 June of 2022; correct?</p> <p>7 A. Based on production availability, yes.</p> <p>8 Q. Now, you had said that without the</p> <p>9 caveat of production availability. You said we</p> <p>10 promised them trucks in June of 2022. Would you</p> <p>11 agree with that?</p> <p>12 MR. SALLAH: Object to form.</p> <p>13 BY THE WITNESS:</p> <p>14 A. In certain transcripts internally, yes,</p> <p>15 at a high level.</p> <p>16 BY MR. DAVIS:</p> <p>17 Q. Let's give you 189.</p> <p>18 (WHEREUPON, a certain document was</p> <p>19 marked Exhibit No. 189, for</p> <p>20 identification, as of August 21,</p> <p>21 2024.)</p> <p>22 MR. SALLAH: Where are we at on time?</p> <p>23 THE VIDEOGRAPHER: 6.47.</p> <p>24 MR. DAVIS: I'm sorry. What number did I just</p>	<p style="text-align: right;">Page 392</p> <p>1 everyone is aware of the November 1st</p> <p>2 implementation, the customer is extremely upset for</p> <p>3 the following reasons.</p> <p>4 And you said: A) All builds were to be</p> <p>5 completed by the end of June per written agreement</p> <p>6 that came after order board and allocation</p> <p>7 adjustment.</p> <p>8 You see that; correct?</p> <p>9 A. Yes.</p> <p>10 Q. Okay. B) We had a no trade agreement</p> <p>11 that made it very important to hit the June date so</p> <p>12 Central could sell those 2017, 2018, 2019 units in</p> <p>13 the open market as UTO continues to lowball the</p> <p>14 trades.</p> <p>15 You said that; correct?</p> <p>16 A. Yes, I did.</p> <p>17 Q. And that was true?</p> <p>18 A. Based on my knowledge at that time.</p> <p>19 Q. All right. And then you said a few</p> <p>20 lines down: Unfortunately, we could not produce</p> <p>21 the new trucks as promised so Central could pull</p> <p>22 out the trades in time.</p> <p>23 Correct?</p> <p>24 A. Yes.</p>
<p style="text-align: right;">Page 391</p> <p>1 mark this as.</p> <p>2 THE WITNESS: 189.</p> <p>3 BY MR. DAVIS:</p> <p>4 Q. So this is an e-mail from December of</p> <p>5 2022 from you to Kerri Podewell; correct?</p> <p>6 A. 12/13/2022, yes.</p> <p>7 Q. Yes. All right. And so -- Couple of</p> <p>8 things that we need to align with on start.</p> <p>9 So you are telling Kerri Podewell the</p> <p>10 following: Current MY2023 deal 1100 units.</p> <p>11 That's the Exhibit 36 deal; correct?</p> <p>12 A. Can you give me a moment just to read?</p> <p>13 Q. Yeah, please.</p> <p>14 A. Go ahead, sir.</p> <p>15 Q. So in this, you're discussing the issue</p> <p>16 of because production of these trucks was going to</p> <p>17 pass into 2023, Navistar was indicating that they'd</p> <p>18 have to pay a surcharge charge on the 2022 -- 2023</p> <p>19 vehicles; right?</p> <p>20 A. Yes.</p> <p>21 Q. Okay. And you were attempting to</p> <p>22 resolve that issue for the customer here?</p> <p>23 A. Yes.</p> <p>24 Q. Okay. And what you said is that: As</p>	<p style="text-align: right;">Page 393</p> <p>1 Q. And that's what you believed at the</p> <p>2 time; right?</p> <p>3 A. That is correct.</p> <p>4 Q. All right. Do you still believe that?</p> <p>5 A. Repeat differently.</p> <p>6 Q. Do you still believe that you had a no</p> <p>7 trade agreement that made it very important to hit</p> <p>8 the June dates so Central could sell these 2017,</p> <p>9 2018, 2019 units in the open market as UTO</p> <p>10 continues to lowball the trades. Do you still</p> <p>11 believe that today?</p> <p>12 A. Yes.</p> <p>13 Q. Okay. And you agree that we -- that we,</p> <p>14 Navistar, could not produce the new trucks as</p> <p>15 promised so Central could pull out the trades in</p> <p>16 time. You still agree with that today; correct?</p> <p>17 A. The trade, based on that date of -- the</p> <p>18 date of production, yes.</p> <p>19 Q. Yeah. As promised, that day being the</p> <p>20 end of June; right?</p> <p>21 A. Again, based on the letter and</p> <p>22 production availability and this, yes.</p> <p>23 MR. DAVIS: Okay. I think I'm almost done</p> <p>24 here. Yeah. So I'm going to send -- I'm going to</p>

CONFIDENTIAL

<p style="text-align: right;">Page 394</p> <p>1 give you this document. I want to make sure, are</p> <p>2 you going to dispute this is the one from</p> <p>3 Allegiance? I can probably pull up the same copy</p> <p>4 from you guys, but -- if I need to.</p> <p>5 MR. SALLAH: What do you mean dispute?</p> <p>6 MR. DAVIS: That's the copy that was -- well,</p> <p>7 we used that at the earlier deposition, but I have</p> <p>8 the same copy from Navistar. If we have to go off</p> <p>9 the record so I can pull the one from Navistar, I</p> <p>10 will, but --</p> <p>11 MR. SALLAH: Do you know the exhibit number?</p> <p>12 MR. DAVIS: Yeah, I'll have to find that.</p> <p>13 Give me -- well, actually, you know what? Let's</p> <p>14 just -- I think this will be my last question, so</p> <p>15 let's go off the record. I'll get the one that you</p> <p>16 produced, and then we won't have to have any</p> <p>17 disputes about it, and then we'll be done.</p> <p>18 THE VIDEOGRAPHER: Going off the record. The</p> <p>19 time is 5:33 p.m.</p> <p>20 (WHEREUPON, a short break was</p> <p>21 taken.)</p> <p>22 THE VIDEOGRAPHER: Going on the record. The</p> <p>23 time is 5:35 p.m.</p> <p>24</p>	<p style="text-align: right;">Page 396</p> <p>1 A. Correct.</p> <p>2 Q. Okay. Customer accepted the LT. So</p> <p>3 this is customer accepted the X15 engines in March</p> <p>4 of 2022; correct?</p> <p>5 A. Yes.</p> <p>6 Q. Okay. Again, before the cover letter</p> <p>7 was signed by you; correct?</p> <p>8 A. Before, yes.</p> <p>9 Q. And then updated cover letter May 2022</p> <p>10 because that's when Kyle signed; correct?</p> <p>11 A. That would be true.</p> <p>12 Q. Okay. And then you list in your</p> <p>13 presentation October 2022 was when customer was</p> <p>14 notified re WABCO brake issue.</p> <p>15 You see that?</p> <p>16 A. Yes, sir.</p> <p>17 Q. Does that refresh your recollection that</p> <p>18 the brake issue in question was in October of 2022?</p> <p>19 A. That would be a fair statement.</p> <p>20 Q. Okay. And then the customer accepted in</p> <p>21 November 2022; correct?</p> <p>22 A. Yes.</p> <p>23 Q. And what that was is he agreed to take a</p> <p>24 different brake than the one that was --</p>
<p style="text-align: right;">Page 395</p> <p>1 BY MR. DAVIS:</p> <p>2 Q. All right. So I'm going to show you</p> <p>3 what was produced by Navistar as NAV00029810. And</p> <p>4 I think you discussed, you do recall having a</p> <p>5 meeting in Detroit in June of 2023 where you and</p> <p>6 others from Navistar met with Kyle Blain and others</p> <p>7 from Central and Universal; correct?</p> <p>8 A. Correct.</p> <p>9 Q. All right. And you remember putting</p> <p>10 together this PowerPoint presentation that you gave</p> <p>11 at that meeting; right?</p> <p>12 A. Yes, sir.</p> <p>13 Q. All right. So I just want to go to --</p> <p>14 now, you do state in here in 2022 industry</p> <p>15 headwinds, you indicate supply chain issues</p> <p>16 consisted of front-side radar, collision</p> <p>17 mitigation, engines, frame rails, brakes, and</p> <p>18 semiconductor chips; correct?</p> <p>19 A. Yes.</p> <p>20 Q. Okay. But then you have a chart with a</p> <p>21 production timeline, and you indicate July 21,</p> <p>22 original cover letter proposed, August 2021, orders</p> <p>23 placed. The collision mitigation you list as</p> <p>24 happening in January of 2022; correct?</p>	<p style="text-align: right;">Page 397</p> <p>1 A. That he preferred, correct.</p> <p>2 Q. That he preferred, right. And you would</p> <p>3 agree with me, again, that if the brake issue</p> <p>4 didn't occur until October 2022, that was after all</p> <p>5 the trucks should have been produced under</p> <p>6 Exhibit 36, June of 2022; correct?</p> <p>7 A. Based on that production schedule and</p> <p>8 product availability.</p> <p>9 Q. And then you list new trucks delivered,</p> <p>10 855 new trucks were delivered by December is what</p> <p>11 this chart shows; right?</p> <p>12 A. That is correct. I can't read it that</p> <p>13 small, but I'll take your word for it.</p> <p>14 Q. Yeah. Well, if you --</p> <p>15 A. Could I see that?</p> <p>16 Q. Well that's -- just for the record,</p> <p>17 that's Allegiance. Let's give the --</p> <p>18 A. Oh.</p> <p>19 Q. Yeah.</p> <p>20 A. Yes.</p> <p>21 Q. All right.</p> <p>22 A. 855.</p> <p>23 MR. SALLAH: I'm just going to note if we're</p> <p>24 going to do the depositions in person, I just --</p>